

city chic collective

ASX ANNOUNCEMENT

22 October 2024

City Chic Collective 2024 Annual General Meeting

Please find attached the following documents in connection with the 2024 Annual General Meeting for City Chic Collective Limited ("CCX"):

1. Letter to Shareholders
2. Notice of Meeting
3. Sample Proxy Form

The release of this announcement was authorised by the Company Secretary.

About City Chic Collective

City Chic Collective is a global omni-channel retailer specialising in better dressing plus-size women's apparel, footwear and accessories. Its omni-channel model comprises a network of 77 stores across Australia and New Zealand (ANZ) and websites operating in ANZ, the USA, and third-party marketplace and wholesale partners in Australia, New Zealand and the USA.

Investor and Media Enquiries

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Sodali & Co

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2024 Annual General Meeting

22 October 2024

Dear Shareholder,

I am pleased to invite Shareholders to attend the City Chic Collective Limited (**City Chic**) 2024 AGM on **Wednesday, 27 November 2024 at 10:00 am (Sydney time)** at The Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney NSW 2000.

This letter provides information to guide shareholders as to how to attend and participate in the AGM. City Chic's website will also be kept up to date with all the relevant information shareholders may need.

Details of our 2024 AGM

Date: Wednesday 27 November 2024
Time: 10.00 am AEDT
Location: The Museum of Sydney
Corner of Phillip and Bridge Streets, Sydney NSW 2000

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum for the AGM is available online at <https://www.citychiccollective.com.au/investors> and also via the ASX.

The Notice of Meeting explains in detail the items of business you will be asked to consider at the AGM, how to attend and how to participate in the AGM, including how to submit questions in advance of the meeting and how to vote by appointing a proxy. You are encouraged to carefully read the Notice of Meeting and its Explanatory Memorandum before deciding how to vote on the resolutions.

Receiving shareholder communications electronically is the most efficient way of staying informed. In accordance with recent legislative changes to the *Corporations Act 2001* (Cth), City Chic will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

To review your communication preference, or to sign up to receive your shareholder communications via email, please update your details at the Link Investor Centre at <https://investorcentre.linkgroup.com/Login>

Webcast

If you are unable to attend the AGM, you can watch the AGM via a webcast at <https://meetings.linkgroup.com/ccx24>. Please note that you will not be able to vote or ask questions via the webcast.

We look forward to you joining us at the 2024 AGM and thank you for your ongoing support.

Yours sincerely,



Michael Kay
Chairman
City Chic Collective Limited

CITY CHIC COLLECTIVE LIMITED

ACN 057 569 169

NOTICE OF 2024 ANNUAL GENERAL MEETING

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting, please complete and return the enclosed Proxy Form in accordance with the specified instructions.

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Notice of Annual General Meeting

Notice is given that the annual general meeting of City Chic Collective Limited ACN 057 569 169 (the **Company**) will be held at The Museum of Sydney, Corner Philip and Bridge Streets, Sydney, NSW 2000, on **Wednesday 27 November 2024 at 10.00am** (Sydney time) (**Annual General Meeting or Meeting**).

If you are unable to attend the Meeting, the Meeting will be webcast and we encourage you to complete and return the enclosed Proxy Form in accordance with the instructions included in this Notice.

Agenda Items

Ordinary Business

1 Item 1: Annual Report

To receive the Annual Report of the Company including the financial statements and the reports of the directors and auditors for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve these reports.

2 Item 2: Adoption of the Remuneration Report

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report for the financial year ended 30 June 2024 (as set out in the Directors' Report) be adopted."

Please refer to the voting exclusion statement in the Notice.

This resolution is advisory only and does not bind the Company or the Directors.

3 Item 3: Re-election of Director – Mrs Natalie McLean

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mrs Natalie McLean, being a Director of the Company who retires by rotation under clause 23.10 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Information about Mrs Natalie McLean is included in the Notice.

4 Item 4: Holding a Spill Meeting

Item 4 will only be considered at the Annual General Meeting if it is unclear whether less than 25% of the votes cast on Item 2 are against the adoption of the Remuneration Report. The Explanatory Statement further explains the circumstances in which Item 4 will be put to the meeting.

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, subject to and conditional on at least 25% of the votes cast on Item 2 being against the adoption of the Company's Remuneration Report for the financial year ended 30 June 2024, and as required by the Corporations Act:

- a) *a meeting of the Company's members be held within 90 days of the date of the 2024 Annual General Meeting (Spill Meeting);*
- b) *all of the Directors who were Directors when the resolution to approve the Directors' Report for the year ended 30 June 2024 was passed (excluding the Managing Director) cease to hold office immediately before the end of the Spill Meeting; and*
- c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

City Chic Collective Limited

Notice of Annual General Meeting 2024

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting for further details and information regarding each agenda item.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary contained in the Explanatory Memorandum.

Entitlement to vote

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, the shareholding of each Shareholder will be taken to be as it appears in the Company's share register at 7pm (Sydney time) on 25 November 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

All Resolutions by Poll

In accordance with clause 19.9 of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the Meeting, that will allow each Shareholder to participate in the vote in real time at the Meeting or in advance of the Meeting. Consequently, each resolution considered at the Meeting will be conducted by poll, rather than a show of hands.

Proxies

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder.

Who can be a proxy

A proxy need not be a member of the Company and can either be an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate should ensure that it:

1. appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
2. provides satisfactory evidence of the appointment of its corporate representative no later than 48 hours prior to commencement of the Meeting.

If a representative of the corporation is to attend the Meeting, the Shareholder must complete the appropriate certificate of appointment of corporate representative and send the form to vote@linkmarketservices.com.au prior to the Meeting. A form of the certificate may be obtained from the Company's Share Registry or online at linkmarketservices.com.au.

A Shareholder who is entitled to vote at the Meeting may appoint:

- one proxy if the Shareholder is only entitled to one vote; or
- two proxies if the Shareholder is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

Proxies appointed by corporate Shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

Voting

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy.

If a proxy is directed how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

Chair as proxy

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chair of the meeting to which it relates, or to another person as the Board determines.

If a Shareholder appoints the Chair as the Shareholder's proxy (or if the Chair becomes proxy by default) and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll,

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Notice of Annual General Meeting 2024

including Items 2 and 4 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel or a Closely Related Party, which include the Chair.

Proxy Forms

If additional Proxy Forms are required, please contact the Company's Share Registry on 1300 554 474, which will supply it on request. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than **25 November 2024 at 10.00am (Sydney time)** (that is, at least 48 hours before the Meeting). Proxies received after this time will not be accepted.

Instructions for completing the Proxy Form are outlined on the Proxy Form, which may be returned by:

- (a) posting it in the reply-paid envelope provided;
- (b) posting it to City Chic Collective c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- (c) hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000;
- (d) faxing it to Link Market Services Limited on +61 2 9287 0309; or
- (e) lodging it online at <https://investorcentre.linkgroup.com> in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your proxy form online.

AGM Webcast and Shareholder Questions

Shareholder Questions

A discussion will be held on all items to be considered at the Annual General Meeting. All Shareholders will have a reasonable opportunity to ask questions in advance of the Meeting or during the Meeting including an opportunity to ask questions of the Company's external auditor. Only Shareholders in attendance at the Meeting will be entitled to ask questions at the Meeting. Accordingly, Shareholders who do not intend to attend the Meeting in person are encouraged to submit questions in advance via Link's Investor Centre the details of which are set out below. To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders intending to ask questions at the Meeting are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Submitting questions before the meeting:

- Shareholders are encouraged to submit questions in advance via Link's Investor Centre which is accessible at <https://investorcentre.linkgroup.com>. To do so, you will need your SRN/HIN No. and postcode to log into your holding. Once logged in, select 'Voting' then click 'Ask Question'.

Webcast

A webcast of the Meeting will be available for Shareholders that are unable to attend the Meeting. To view the webcast, please log into the webcast at <https://meetings.linkgroup.com/CCX24>

Voting Exclusions

Resolution	Voting Exclusion
Item 2 and Item 4 – Adoption of Remuneration Report and Spill Resolution	A vote on Item 2 and Item 4 must not be cast (in any capacity) by or on behalf of any of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such member,

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	<p>(collectively, an Excluded Voter).</p> <p>However, an Excluded Voter may cast a vote on Item 2 and/or Item 4 if:</p> <ul style="list-style-type: none">(i) the Excluded Voter does so as a proxy appointed by writing and the proxy appointment specifies how the proxy is to vote on Item 2 and/or Item 4; and(ii) the vote is not cast on behalf on another Excluded Voter. <p>An Excluded Voter may also cast a vote on Item 2 and Item 4 if the Excluded Voter is the Chair of the Meeting and the appointment of the Chair as proxy:</p> <ul style="list-style-type: none">• does not specify how the Chair is to vote; and• expressly authorises the Chair to exercise the proxy vote even though Item 2 and Item 4 is connected with the remuneration of a member of the Key Management Personnel.
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By Order of the Board

Dated 22 October 2024

Jacquie Shanahan
Company Secretary

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Explanatory Memorandum to Shareholders

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the Annual General Meeting.

Ordinary business

1. Item 1: Annual Report

Section 317 of the Corporations Act requires:

- the reports of the directors and auditors; and
- the financial statements of the Company for the 52 week period ended 30 June 2024,

to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements.

Asking questions

Shareholders will be given opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will be given to Shareholders at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to asking question at the Meeting, Shareholders may address written question to the Chair about the reports or financial statements prior to the Meeting. Shareholders should note that in accordance with section 250PA(1) of the Corporations Act, a Shareholder must submit written questions to the Company's auditor no later than the fifth business day prior to the date of the Meeting, being **Wednesday 20 November 2024**.

2. Item 2: Adoption of the Remuneration Report

The Directors' Report for the 52 weeks ended 30 June 2024 includes a Remuneration Report. The Remuneration Report is set out on pages 31 to 41 of the 2024 Annual Report.

The Remuneration Report discusses matters including (but not limited to):

- (a) board policies in relation to the nature and amount of remuneration paid to Directors and executives;
- (b) the relationship between the board policies and the Company's performance; and
- (c) the remuneration arrangements in place for the directors and key executives of the Company.

Section 250R(2) of the Corporations Act requires the Remuneration Report to be adopted and put to the Shareholders at the Annual General Meeting.

Item 2 is advisory only

Section 250R(3) of the Corporations Act provides that Item 2 is advisory only and does not bind the Directors or the Company. However, under section 300A(1)(g) of the Corporations Act, if 25% or more of the votes cast on this Item 2 are against adopting the Remuneration Report, the Company will be required to consider and report to Shareholders in the next Remuneration Report on what action (if any) has been taken in response to Shareholder concerns, and if no action is proposed to be taken, the Board's reason for this inaction.

Spill Resolution

At the 2023 AGM, the Company received a vote of 72.24% in favour of the adoption of the 2023 Remuneration Report and 27.58% against. Because the votes "against" exceeded 25% of the votes cast, the Company recorded what is known as a "first strike" under the executive remuneration provisions of the Corporations Act 2001. In response to the first strike, Directors sought feedback from major shareholders to understand key concerns. Shareholders generally indicated that their concerns were largely unrelated to remuneration but reflected broader frustrations with the Company's performance.

City Chic Collective Limited Explanatory Memorandum

To address these concerns and in addition to the measures taken in FY23, during FY24 the Company executed a number of business transformation initiatives to ensure that the business can return to a position of strength in what continues to be a challenging economic environment for the Company's customers.

Through the year the Company completed the sale of the Evans business in the UK and negotiated the sale of the Avenue business in the US. This, along with a brand refresh of the Company's product and marketing initiatives creates a dedicated single brand offering focused on the core, higher value City Chic customer in ANZ and the USA through its City Chic stores, websites and partnership agreements.

The Company has also undertaken a significant right sizing its cost base to create a more streamlined operation. This has included the move to a new fulfilment provider in the US and management of inventory to normalised levels.

As announced in August it is believed that, as interest rates, inflation and cost of living pressures ease, these measures will restore the Company to profitability through FY2025.

If (and only if) the votes against the 2024 Remuneration Report represent at least 25% of the votes cast, the Company will receive a "second strike". Under the Corporations Act, if the Company receives a second strike, a resolution must be put to shareholders, allowing shareholders, if they so choose, to pass a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director who under the ASX Listing Rules may continue to hold office indefinitely without being re-elected) will cease to hold office but be eligible for election (**Spill Resolution**). Item 4 sets out the Spill Resolution. If the resolution in Item 4 is passed, then it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of the AGM (see Item 4 of the Explanatory Statement for more details).

During discussion on this item of business, there will be an opportunity for shareholders to ask questions about, or comment on, the Remuneration Report.

Voting exclusions apply to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the voting exclusion statement included in the Notice.

Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the adoption of the Remuneration Report.

The Chair intends to vote all available open proxies in favour of the adoption of the Remuneration Report.

3. Item 3: Re-election of Director, Mrs Natalie McLean

Regulatory and Constitutional requirements

ASX Listing Rule 14.5 imposes a requirement on the Company to hold an election of Directors at each annual general meeting.

ASX Listing Rule 14.4 and clause 23.10(b) of the Constitution provide that a Director (other than the Managing Director) may not hold office for more than three years or beyond the third annual general meeting following the Director's appointment (whichever is the longer period) without submitting for re-election.

Clause 23.10(d) of the Constitution provides that if in any year there is no Director who is required to submit for re-election pursuant to clause 23.10(b), the Director to retire by rotation at that annual general meeting will be the Director who has been longest in office.

Any Director who retires in accordance with clause 23.10 of the Constitution is eligible for re-election.

Retirement by rotation and re-election of Mrs Natalie McLean

Mrs Natalie McLean retires in accordance with clause 23.10(d) of the Constitution and offers himself for re-election.

Mrs McLean was appointed as an independent, non-executive director to the Board on 5 August 2021 and her appointment was approved by shareholders on 17 November 2021. Mrs McLean is a member of the Audit and Risk Committee and the People, Culture and Remuneration Committee.

Experience, skills and tenure

Mrs. McLean has over 25 years of retail experience having worked in senior positions domestically in Australia and internationally with companies including Giordano, Rip Curl and the Cotton On Group. Mrs McLean has extensive experience across operations, product, marketing and commercial areas of the retail sector including partnership strategies and geographic growth. Mrs McLean is currently the CEO of the emerging brands at the Cotton On Group and a member of the Cotton On Foundation.

Directors' Recommendation

The Board (with Mrs McLean abstaining) recommends voting in favour of Item 3 for the re-election of Mrs Natalie McLean to the Board of the Company.

The Chair intends to vote all available open proxies in favour of Item 3.

4. Item 4: Spill Resolution

The Corporations Act provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive AGMs are against adopting the Remuneration Report, shareholders will have the opportunity to vote on a "Spill Resolution".

At last year's Annual General Meeting, at least 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report.

If it is unclear during the meeting that less than 25% of the votes cast on Item 2 are against the adoption of the Remuneration Report, Item 4 will be put to the meeting and voted on as required by section 250V of the Corporations Act (Spill Resolution). In the event that this Item is passed, it will only be effective if, once the formal results of the poll conducted on Item 2 are settled, at least 25% of the votes cast on Item 2 are against the adoption of the Remuneration Report.

If it is clear during the meeting that less than 25% of the votes cast on Item 2 are against adopting the Remuneration Report at this year's Annual General Meeting, then there will be no second strike and Item 4 will not be put to the meeting.

If put, the Spill Resolution will be considered as an ordinary resolution.

Shareholders should note that if the Spill Resolution is passed:

- the Company will convene a general meeting of members to be held within 90 days of the date of this year's Annual General Meeting (**Spill Meeting**); and
- each of Michael Kay, Megan Quinn, Neil Thompson and Natalie McLean, who were directors when the last directors' report was approved by the board (Relevant Directors), will cease to hold office immediately before the end of the Spill Meeting.

Each Relevant Director is eligible to seek re-election as a director of the Company at the Spill Meeting.

Even if Natalie McLean is re-elected at the AGM, she will still be subject to the Spill Resolution and will need to be re-elected at the Spill Meeting if she is to remain a director. However, Philip Ryan, as CEO and Managing Director, is excluded from the requirement to retire and stand for election at the Spill Meeting.

Shareholders should be aware that if the Spill Resolution is passed, the convening of a Spill Meeting will result in the Company incurring material additional expense in conducting the meeting as well as the potential disruption to its focus on core business operations. Shareholders should also note that there are no voting exclusions applicable to the resolutions appointing directors at the Spill Meeting.

Directors' Recommendation

The Directors unanimously recommend shareholders vote AGAINST the resolution to convene a Spill Meeting if Item 4 is put to shareholders.

The Chair intends to vote all available open proxies against Item 4 if Item 4 is put to shareholders.

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5. Glossary

In this Notice, the following items have the following meanings unless the context requires otherwise:

Annual Report means the Annual Report to Shareholders for the period ended 30 June 2024.

ASX means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the official listing rules of the ASX.

Board means the current board of directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means City Chic Collective Limited ACN 057 569 169.

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Individuals has the meaning given to that term in the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum accompanying and forming part of this Notice.

Key Management Personnel has the meaning as defined in section 9 of the Corporations Act.

Meeting or **Annual General Meeting** means the 2024 Annual General Meeting of Shareholders to be held at the Museum of Sydney, corner Philip and Bridge Streets, Sydney NSW 2000 on 27 November 2024 at 10:00am (Sydney time).

Notice means this Notice of Annual General Meeting (including the Explanatory Memorandum and the Proxy Form).

Proxy Form means the proxy form accompanying this Notice.

Remuneration Report means the remuneration report as set out in the Annual Report.

Resolutions means the resolutions set out in this Notice, or any one of them, as the context requires.

Shareholder means a holder of a Share.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 City Chic Collective Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150; or
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of City Chic Collective Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney Time) on Wednesday, 27 November 2024 at The Museum of Sydney, Corner Phillip and Bridge Streets, Sydney, NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

You can participate by attending in person, completing this form in accordance with the instructions or you can watch the meeting via the webcast at <https://meetings.linkgroup.com/CCX24>.

Important for Resolutions 1 and 3: If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolutions 1 and 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of resolutions 1 and 2, and AGAINST resolution 3.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.


Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mrs Natalie McLean	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Subject to and conditional on at least 25% of the votes validly cast against Resolution 3

3 Spill Resolution (Conditional Item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
 Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney Time) on Monday, 25 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

City Chic Collective Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

For personal use only