

# NOTICE OF ANNUAL GENERAL MEETING

PREMIER INVESTMENTS LIMITED ACN 006 727 966

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Notice is given that the Annual General Meeting (“AGM”) of Shareholders of Premier Investments Limited (the “Company”) will be held at **Pullman Melbourne Albert Park 65 Queens Road Melbourne Victoria 3004** on **Friday, 13 December 2024** at **11:30 am (Melbourne time)**.

## Ordinary Business

### 1 Financial Statements and Reports

To receive and consider the Financial Report, the Directors’ Report and the Auditor’s Report for the 52 weeks ended 27 July 2024.

### 2 Remuneration Report

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

*That the Remuneration Report for the 52 weeks ended 27 July 2024 be adopted.*

The vote on this item is advisory only and is not binding on the Board or the Company.

### 3 Re-election of Directors

To consider and, if thought fit, pass each of the following resolutions as a separate ordinary resolution:

*(a) That Ms Sally Herman, who retires in accordance with Listing Rule 14.4 and clause 24.10(b) of the Company’s Constitution and, being eligible, is re-elected as a Director.*

*(b) That Ms Sylvia Falzon, who retires in accordance with Listing Rule 14.4 and clause 24.10(b) of the Company’s Constitution and, being eligible, is re-elected as a Director.*

*(c) That Ms Andrea Weiss, who was appointed by the Board on 4 December 2023 retires in accordance with Listing Rule 14.4 and clause 24.6 of the Company’s Constitution and, being eligible, is re-elected as a Director.*

### 4 Cancellation of Forfeited Shares

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

*That, for the purposes of section 258D of the Corporations Act and for all other purposes, 113,550 fully paid ordinary shares in the capital of the Company issued to Mr John Cheston (former Managing Director – Smiggle) which have been forfeited under their terms of issue, be cancelled.*

**By order of the Board**



Marinda Meyer  
Company Secretary  
11 November 2024

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**1 Defined terms**

Capitalised terms used in this Notice (including those used in the Items set out in this Notice) have, unless otherwise defined, the same meanings as are set out in the Glossary of Terms set out in the Explanatory Statement attached to this Notice.

**2 Material accompanying this Notice**

The following materials accompany this Notice:

- (a) the Financial Report, Directors' Report, including the Remuneration Report, and the Auditor's Report, unless you have elected not to receive these reports and have not withdrawn that election. These reports are also available on the Company's website at <http://www.premierinvestments.com.au/annual-reports-and-agms/>;
- (b) the Explanatory Statement setting out details relevant to the business set out in this Notice; and
- (c) a Proxy Form.

**3 Voting and required majority**

In accordance with section 249HA of the Corporations Act, for each of Items 2 to 4 (all inclusive) to be effective:

- (a) not less than 28 days' written notice has been given.
- (b) Each Item must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).
- (c) Subject to paragraph 4 and 5 below, on a show of hands every Shareholder has one vote, and, on a poll, every Shareholder has one vote for each Share held.

Shareholders are not required to vote on Item 1.

**4 Voting exclusions - Item 2**

- (a) In accordance with sections 250BD and 250R of the Corporations Act, a vote on Item 2 must not be cast (in any capacity) by or on behalf of a member of the Premier Group's Key Management Personnel ("KMP") and closely related parties of a KMP, details of whose remuneration are included in the Remuneration Report, except as provided in paragraph 4(b) below.
- (b) A vote may be cast by such person described in paragraph 4(a) on Item 2 if the vote is not cast on behalf of a person who is excluded from voting on Item 2 and:
  - (i) the person votes as a proxy for a person appointed in writing who is entitled to vote, in accordance with the directions on the Proxy Form; or
  - (ii) the person voting is the Chair of the AGM, who votes as a proxy for a person who is entitled to vote, and the appointment of the Chair of the AGM as proxy:
    - (1) does not specify the way the proxy is to vote on the resolution; and
    - (2) expressly authorises the Chair of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

## 5 Shareholders eligible to vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that, for the purposes of the AGM (including voting at the AGM), Shareholders are those persons who are registered holders of Shares at **7:00 pm (Melbourne time) on Wednesday, 11 December 2024** (“Effective Time”).

## 6 Proxies, representatives and attorneys

- (a) All Shareholders at the Effective Time who are entitled to attend and vote at the AGM may appoint a proxy for that purpose.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the AGM unless you appoint your proxy online as set out in paragraph 6(h) below.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the AGM, may appoint up to 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder **does not** specify the proportion or number of that Shareholder’s votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.
- (e) Shareholders wishing to appoint a proxy should read the instructions on the Proxy Form carefully and then complete and return the Proxy Form to the Company by the due date and time set out in paragraph 6(h) below.
- (f) Any Shareholder may appoint an attorney to act on its behalf. The power of attorney, or a certified copy of it, must be received by the Company as set out in paragraph 6(h) below.
- (g) Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company as set out in paragraph 6(h) before the time of the AGM (or adjourned meeting) or at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act.
- (h) Proxies, powers of attorneys and company representative authorisations granted by Shareholders must be received by the Company by no later than **11:30 am (Melbourne time)** on Wednesday, 11 December 2024 by:
  - (i) mail, to the Share Registry to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 or hand delivered to 452 Johnson Street, Abbotsford, Victoria 3067; or
  - (ii) fax, to the Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
  - (iii) electronically, via the electronic proxy voting instructions, which can be recorded on the internet at [www.investorvote.com.au](http://www.investorvote.com.au); or
  - (iv) for intermediary online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com)

Please refer to the Proxy Form accompanying this Notice for more information.

# EXPLANATORY STATEMENT

PREMIER INVESTMENTS LIMITED ACN 006 727 966

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## 1 General

This Explanatory Statement contains information relevant to the business referred to in the Notice of AGM of Premier Investments Limited (the “**Company**”) which it accompanies and should be read carefully by Shareholders prior to the AGM.

All capitalised terms used in this Explanatory Statement have the meanings set out in the Glossary of Terms located at the end of this document.

Further details relating to each item in the Notice are set out below.

## 2 Ordinary Business

### 2.1 Item 1 – Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors’ Declaration), the Directors’ Report and the Auditor’s Report for the Premier Group to be considered at the AGM.

While this item does not require a formal resolution to be put to Shareholders, the Chair will give Shareholders a reasonable opportunity to raise questions on these reports at the AGM.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company. Shareholders will also have a reasonable opportunity to ask the Auditor questions relevant to the Auditor’s Report, the conduct of the audit, the accounting policies adopted by the Company in relation to the preparation of accounts and the independence of the Auditor. If a Shareholder prefers to put written questions to the Auditor, a Shareholder may submit questions relevant to the content of the Auditor’s Report or the conduct of the audit, in writing, to the Company, up to five business days prior to the AGM. The Company will pass the questions on to the Auditor prior to the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put to the Auditor by Shareholders.

The Financial Report, Directors’ Report and Auditor’s Report are available for Shareholders to access and download from the Company’s website at <http://www.premierinvestments.com.au/annual-reports-and-agms/>.

### 2.2 Item 2 - Remuneration Report

Shareholders are asked to adopt the Remuneration Report.

The Remuneration Report (which forms part of the Directors’ Report and is accessible on the Company’s website at <http://www.premierinvestments.com.au/annual-reports-and-agms/>) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the Premier Group’s performance.

As required under section 250R(2) of the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board.

Under the Corporations Act, if 25% or more of the votes cast on this resolution are against the adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders’ concerns at next year’s annual general meeting. Depending on the outcome of next year’s voting on the Company’s Remuneration Report, Shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors

who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

It is noted that at the Company's last annual general meeting, the votes cast against the 2023 Remuneration Report represented less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for this AGM.

***Directors' Recommendation***

The Board **unanimously recommends** that Shareholders vote in favour of the adoption of the Remuneration Report.

As stated in the Notice, each of the Premier Group's KMPs whose remuneration is included in the Remuneration Report and closely related parties of those KMPs are not eligible to vote on Item 2, except as stated in the Notice.

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

**2.3 Item 3 – Re-election of Directors**

Each election resolution will be conducted as a separate resolution.

Information on the skills and experience for each of Ms Sally Herman, Ms Sylvia Falzon and Ms Andrea Weiss can be found in the Directors' Report, which is included in the Annual Report.

***Directors' Recommendation***

The Directors who are not standing for re-election **unanimously recommend** that Shareholders vote in favour of the re-election of Ms Sally Herman, Ms Sylvia Falzon and Ms Andrea Weiss.

**The Chair intends to vote all available proxies in favour of the re-election of Ms Sally Herman, Ms Sylvia Falzon and Ms Andrea Weiss.**

**2.4 Item 4 – Cancellation of Forfeited Shares**

Section 258D of the Corporations Act states that a company may, by resolution passed at a general meeting, cancel shares that have been forfeited under the terms on which the shares are on issue.

The Company issued 113,550 fully paid ordinary shares (the "**Forfeited Shares**") to Mr John Cheston (the former Managing Director – Smiggle) in two equal tranches pursuant to exercises by him on 18 October 2023 and on 29 May 2024 under the terms of the Company's Performance Rights Plan.

The Company's Performance Rights Plan is a long-term incentive scheme offered to eligible employees of companies in the Premier Group subject to performance conditions being met and at the discretion of the Board.

Under the rules of the Company's Performance Rights Plan agreed to by Mr Cheston, if:

- in the opinion of the Board, a participant acts fraudulently or dishonestly or is in breach of his or her obligations to any company within the Premier Group; or
- in other circumstances contemplated by an invitation issued in accordance with the Performance Rights Plan ("**Invitation**"),

then the Board may deem any performance rights, whether vested or unvested, held by that participant to have lapsed.

Under the terms of the Invitation issued to Mr Cheston, if, at any time from 1 May 2020 to the date on which the performance rights are exercised, Mr Cheston acts fraudulently or

dishonestly, or is in breach of his obligations to a company within the Premier Group, then the Board may deem all or any performance rights (whether vested or unvested) held by Mr Cheston to be forfeited.

As announced on 23 September 2024, the Board considers that on the dates on which Mr Cheston exercised his performance rights to receive the Forfeited Shares – 18 October 2023 and 29 May 2024 – he was in breach of his obligations to the Premier Group. On that basis, the Board resolved on 23 September 2024 to forfeit those shares pursuant to the Performance Rights Plan. The Board considers that it is contrary to the purpose and conditions of the Performance Rights Plan and otherwise inappropriate for Mr Cheston to receive the benefit of the Forfeited Shares issued on the aforementioned exercise dates.

Accordingly, the Company seeks Shareholder approval to cancel the Forfeited Shares that have been forfeited under the terms of the Company's Performance Rights Plan.

***Directors' Recommendation***


The Board **unanimously recommends** that Shareholders vote in favour of the cancellation of the Forfeited Shares.


**The Chair intends to vote all available proxies in favour of the cancellation of the Forfeited Shares.**

**GLOSSARY OF TERMS**

<b>AGM</b>	means the Annual General Meeting of the Company to be held at 11:30 am (Melbourne time) on Friday, 13 December 2024.
<b>Annual Report</b>	means the annual report of the Company.
<b>ASX</b>	means ASX Limited ACN 008 624 691.
<b>Auditor</b>	means the auditor of the Company.
<b>Auditor's Report</b>	means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.
<b>Board</b>	means the board of Directors of the Company.
<b>Chair</b>	means the person who chairs the AGM.
<b>Company</b>	means Premier Investments Limited ACN 006 727 966.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Directors' Report</b>	means the report of the Directors, which accompanies the Financial Report.
<b>Effective Time</b>	means 7:00 pm (Melbourne time) on Wednesday, 11 December 2024.
<b>Explanatory Statement</b>	means this statement which provides details of the business of the AGM.
<b>Financial Report</b>	means the consolidated annual financial report of Premier Investments Limited for the 52 weeks ended on 27 July 2024 that accompanies the Notice of AGM.
<b>Item</b>	Means each item set out in the Notice.
<b>Key Management Personnel (or "KMP")</b>	has the meaning given to that term in the Corporations Act and generally includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including a Director.
<b>Listing Rules</b>	means the listing rules of the ASX, as amended from time to time.
<b>Managing Director</b>	means the Executive Director.
<b>Notice</b>	means the notice of the AGM of the Company accompanying this Explanatory Statement.
<b>Premier Group</b>	means the Company and its controlled entities.
<b>Proxy Form</b>	means the proxy form accompanying the Notice of AGM.
<b>Remuneration Report</b>	means the remuneration report of the Premier Group that forms part of the Directors' Report.
<b>Share Registry</b>	means the Company's share registry.
<b>Shareholder</b>	means a holder of one or more Shares.
<b>Shares</b>	means fully paid ordinary shares in the capital of the Company.

## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 5000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (Melbourne time) on Wednesday, 11 December 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 184556**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Premier Investments Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Premier Investments Limited to be held at Pullman Melbourne Albert Park, 65 Queens Road, Melbourne, Victoria 3004 on Friday, 13 December 2024 at 11:30am (Melbourne time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	Re-election of a Director - Ms Sally Herman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Re-election of a Director - Ms Sylvia Falzon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c	Re-election of a Director - Ms Andrea Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Cancellation of Forfeited Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically