

# Articore Group Limited

14 July 2025

Dear Shareholder,

## Determining the future of your company

The Board approaches this next phase of transformation and growth with a strong sense of responsibility, unity and pragmatism. Under new leadership, we have a turnaround strategy in place which is delivering results.

Despite this positive momentum, a small group of shareholders associated with former Chair Richard Cawsey and former CEO Martin Hosking (the Requisitioning Shareholders), are seeking an Extraordinary General Meeting (EGM) of members to remove the entire existing Board and install their own four candidates, including Mr Cawsey. All of the candidates are Australian-based. The Requisitioning Shareholders have not outlined any plan or changes to Articore's current strategy to improve the Group's fortunes. With over 90% of revenue generated outside Australia and approximately 60% of employees based in the US, their proposal to install a geographically concentrated Board introduces risks which undermine effective oversight, weaken governance and potentially overlook key strategic opportunities tied to our global operations.

Furthermore, their proposal to remove the entire Board would eliminate critical continuity and expertise at a pivotal time for the Group. Mr Cawsey has not been a director of the Group for more than five years. During this period, the Group's operating environment, competitive landscape and geographic presence have changed dramatically. The other three candidates proposed have no prior involvement with Articore.

In an attempt to avoid the cost and disruption associated with the requested EGM, two of my fellow Directors and I have had multiple meetings with Mr Cawsey. We have expressed the Board's willingness to consider their candidates for our open Board seat. We have also contacted the other three nominated candidates directly. We have suggested that the resolutions they put forward could be addressed at the imminent Annual General Meeting rather than an EGM which is costly, distracting for management, and risks disrupting the Group's positive turnaround process. These offers have all been rejected.

## Turnaround strategy already delivering results and strategic review process underway

Articore's new Group CEO Vivek Kumar has made significant progress since the Group's marketplaces were combined under his leadership in October 2024. Immediately, Vivek took steps to refocus the Redbubble marketplace on profitable growth, with targeted improvements to unit economics. This led to the Group's 1H FY25 gross profit margin being the highest to date and 220 basis points above the prior corresponding period.

Since then, Vivek has combined the supply chain and marketing teams, achieving further synergies and cost reduction. He has managed the CEO transition with minimal disruption, enabling the Board to reaffirm the Group's FY25 guidance on 11 June 2025. With the support of the Board, he has appointed key executives in engineering and finance, strengthened the executive leadership team and improved morale across the business. He has also committed to delivering the Group's FY25 results on 14 August 2025 to enable shareholders time to consider the Group's financial performance ahead of the EGM.

The Board supports Vivek's vision for the business and overarching strategic priorities including the following additional initiatives:

- Unlock new revenue streams by expanding licensed content, enhancing monetisation opportunities for Articore and artists, and diversifying sales channels to capture untapped demand;
- Stabilise the Redbubble marketplace's revenue decline by applying learnings from TeePublic;
- Implement further cost savings and efficiencies to improve margins; and
- Harmonise the marketplaces' tech stacks and operations to achieve future cost savings, starting with marketing platforms and extending to broader systems.

In parallel, the Board has launched a comprehensive strategic review process to evaluate capital structure, portfolio positioning and value creation pathways to benefit all shareholders.

#### **Board composition - ensuring the right balance**

This Board brings a deep understanding of the Group's strategy and operating environment, and as part of our commitment to strong, locally-anchored governance, we will add another Australian-based director to the Board.

I am honoured to serve as Chair following the Board's renewal in June 2025. I joined the Board in July 2024 after a 20-year operating career at Amazon, where I led high-growth global businesses from startup ventures to multibillion-dollar divisions, delivering growth and improved profitability. I bring extensive experience in scaling complex technology and consumer platforms and currently serve as a non-executive director on multiple corporate and nonprofit boards.

Chair of the Audit and Risk Committee, **Robin Low**, is a veteran ASX director, audit and risk expert, and former PwC partner with almost three decades' experience. She joined the Board in March 2024 and brings Australian expertise having served on six ASX-listed boards, all with significant international operations, in industries including technology, retail and financial services as well as extensive experience in data collection and analysis, AI and customer experience.

**Bob Sherwin**, a seasoned operator and strategist, joined the Board in November 2022 and brings deep expertise in ecommerce, digital and brand marketing, marketing technology, consumer behaviour, physical retail, and general management. He is the Chief Marketing Officer (CMO) of Staples, and former CMO of ZOE Science & Nutrition and Wayfair. As CMO of Wayfair he helped grow annual revenue from \$500 million to over \$12 billion.

**John Lewis** is the co-founder, CEO and CIO of Osmium Partners, the Group's second largest investor and has been a committed shareholder over the last eight years. He joined the Board in October 2024. John has a deep understanding of public capital markets and experience in strategic investments and business turnarounds.

#### **Board recommendation, meeting and voting details**

**The Board strongly recommends that you vote against all resolutions at the EGM.**

The EGM will be held virtually at 10.00am AEST on Friday, 22 August 2025 and you can participate online at: <https://meetings.openbriefing.com/ATGGM25>. The Notice of Extraordinary General Meeting and Explanatory Statement can be accessed on the Group's website at: <https://www.articore.com/investor-centre>.

This is a critically important meeting that will impact the future of Articore. I encourage all shareholders to vote at the EGM to ensure the results reflect the views of all members, not the small number that have forced the company to call the EGM. Voting can be undertaken prior to the meeting by using the enclosed Voting Form or directly online at <https://au.investorcentre.mpms.mufig.com>.

Yours sincerely,



**Robin Mendelson** Chair, Articore Group Ltd

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# Notice of Extraordinary General Meeting

ARTICORE GROUP LIMITED  
ACN 119 200 592

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**TIME:** 10am (AEST)  
**DATE:** 22 August 2025  
**PLACE:** Virtually on the online platform at:  
<https://meetings.openbriefing.com/ATGGM25>

**Your Board unanimously recommends you vote  
AGAINST all resolutions**

## Important notice

This Notice of Extraordinary General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Extraordinary General Meeting of Articore Group Limited and to assist shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or [comp.sec@articore.com](mailto:comp.sec@articore.com).

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## Notice of Extraordinary General Meeting of Shareholders of Articore Group Limited

Notice is given that an extraordinary general meeting (the Meeting) of Shareholders of Articore Group Limited ACN 119 200 592 (Articore or the Company) will be held:

- ⇒ on Friday, 22 August 2025 at 10:00am (AEST)
- ⇒ virtually at <https://meetings.openbriefing.com/ATGGM25>

Please see the Important Information section below for details.

The Company is required to call this Meeting following receipt of a notice from shareholders who together hold at least 5% of the issued capital of the Company.

### **The Board strongly recommends that you vote against all Resolutions proposed at this Meeting.<sup>1</sup>**

A small group of shareholders seek to replace your entire Board with their own four candidates and it is not clear what they intend to do with your Company. The Requisitioning Shareholders have not articulated any plan or changes to Articore's strategy, and are proposing a geographically concentrated Board that does not reflect the Group's strategic opportunities and global operations.

We consider that the Resolutions are not in the best interests of Articore or our shareholders because:

- Your Board has the global expertise and deep understanding of Articore's operating environment to keep Articore on a path to realise its true potential, while maintaining a steadfast commitment to Articore's Australian base. We are actively recruiting for another Australian-based director.
- Your Board has a turnaround strategy underway which is delivering results. Removing the Board would disrupt and risk our progress.
- Your Board has launched a comprehensive strategic review process to evaluate capital structure, portfolio positioning and value creation pathways to benefit all shareholders.

<sup>1</sup> With each Director abstaining with respect to the Resolution relating to their own removal.

## Important Information

### Your vote is important

The business of the Meeting will impact the future of Articore and your vote is important.

Each Resolution set out in this Notice will be conducted by a poll.

### Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEST) on 20 August 2025.

### How to Vote

By mail: Articore Group Limited, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235 Australia

By facsimile: +61 2 9287 0309

By hand: MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW, 2150

Online: To lodge your direct or proxy online or by mobile device, follow the instructions below.

1. Go to <https://au.investorcentre.mpms.mufg.com> click the 'View single holding' button and enter "Articore Group Limited" or "ATG" as the Issuer Name. If you have previously set up a 'Portfolio', you may proceed to access online voting through that login process.
2. Enter your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). Next, enter your postcode (Australian address) or country code (overseas address).
3. Complete the Security Verification, read and accept the terms and conditions and click 'Login'.
4. Select 'Vote' under the heading 'Action' and follow the prompts to lodge your direct vote or appoint a proxy.

### Voting Methods

#### Voting prior to the Meeting

In accordance with rule 37(e) of the Constitution, the Directors may, subject to law, determine that, at any general meeting, a member who is entitled to attend and vote on a resolution at the meeting is entitled to a direct vote in respect of that resolution. A 'direct vote' includes notice of a shareholder's voting intention delivered to the company by post, fax, electronic or other means approved by the Board and otherwise in accordance with the Constitution and regulations, rules and procedures made by the Board in accordance with rule 44(a) of the Constitution.

Shareholders may vote directly in their own capacity or appoint and direct a proxy how to vote or allow the proxy to exercise their discretion in voting online at <https://au.investorcentre.mpms.mufg.com>.

To lodge your direct or proxy vote online or by mobile device, follow the instructions below.

1. Go to <https://au.investorcentre.mpms.mufig.com>, click the 'View single holding' button and enter "Articore Group Limited" or "ATG" as the Issuer Name. If you have previously set up a 'Portfolio', you may proceed to access online voting through that login process.
2. Enter your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). Next, enter your postcode (Australian address) or country code (overseas address).
3. Complete the Security Verification, read and accept the terms and conditions and click 'Login'.
4. Select 'Vote' under the heading 'Action' and follow the prompts to lodge your direct vote or appoint a proxy.

Your Voting Form must be lodged no later than 10:00am (AEST) Wednesday, 20 August 2025.

You will need your holder identifier (SRN or HIN) and postcode.

You may also vote directly or appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form.

Even if you plan to attend the Meeting, you are still encouraged to submit a vote in advance of the Meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the Meeting).

Shareholders who submit direct votes prior to the Meeting will be deemed to have appointed the Chair as their proxy and representative for the purposes of determination of quorum.

### Voting at the Meeting

Shareholders have the opportunity to attend and vote at the Meeting via the online platform where you will be able to vote and ask questions in real time. In accordance with rule 37(e) of the Constitution, the Board has determined that a Shareholder who is entitled to attend and vote at the Meeting may submit a direct vote during the Meeting via the online meeting platform provided by the Share Registry.

You can access the platform at <https://meetings.openbriefing.com/ATGGM25>.

More information regarding online participation at the Meeting including how to vote and ask questions is available in the Virtual Meeting Online Guide. That Guide is available at [click here](#), and has been lodged with the ASX.

### Voting by proxy

Proxies will be able to view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online.

Shareholders can appoint up to two proxies to participate in the Meeting on their behalf. A proxy need not be a Shareholder. Where two proxies are appointed, each proxy can represent a specific proportion or number of Shares. If no number or proportion is specified, each proxy will represent half the Shareholder's votes.

Your Voting Form must be lodged no later than 10:00am (AEST) Wednesday, 20 August 2025.

If you appoint a proxy (other than the Chair) and direct them how to vote and they do not attend the Meeting or do not vote on the poll, the Chair will become your proxy and must cast those proxy votes in accordance with your directions. If you appoint the Chair as your proxy (or the Chair is appointed by default), and no direction is provided, you will be expressly authorising the Chair to exercise your proxy as the Chair sees fit.



### Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a resolution. A Certificate is available upon request from the Share Registry. A certificate may be obtained online at <https://au.investorcentre.mpms.mufig.com>. Select 'Investor Services' from the orange menu, then 'Forms' and download the pdf document titled 'Appointment of Corporate Representation'.

### Voting by attorney

Any shareholder may, by properly executed power of attorney, appoint an attorney to act on the shareholder's behalf at a general meeting. An attorney need not themselves be a shareholder. The attorney may be authorised to appoint a proxy for the shareholder granting the power of attorney.

The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

A certified copy of a power of attorney must be lodged with the Share Registry not later than 48 hours before the commencement of the meeting.

### Statement by the Requisitioning Shareholders

Section 249P of the Corporations Act provides that a member calling a meeting can request the Company to distribute a statement from it concerning the resolutions to be put to the meeting. A Statement by the Requisitioning Shareholders is attached to the Explanatory Memorandum to this Notice of Meeting as Annexure A.

## Business of the Extraordinary General Meeting

### Ordinary business

All of Resolutions 1 to 8 as set out in this Notice of General Meeting are the subject of a request pursuant to section 249D of the Corporations Act by Cawsey Superannuation Fund Pty Ltd (ACN 100 483 270) as trustee for Casey Superannuation Fund (ABN 78 876 956 342), Denali Ventures Pty Ltd (ACN 161 736 107) as trustee for Denali Ventures Unit Trust (ABN 97 367 733 996), Martin Hosking, Jellicom Pty Ltd (ACN 108 631 929) as trustee for Three Springs Family Trust (ABN 67 429 391 807), and Three Springs Foundation Pty Ltd (ACN 625 000 562), who, as at the date of receipt of the request, are registered Shareholders of the Company who together hold at least 5% of the issued Shares in the Company.

#### 1. Resolution 1 – Removal of Robin Mendelson as a Director

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution**:

*"That, pursuant to section 203D of the Corporations Act, Robin Mendelson be removed as a director of the Company with immediate effect".*

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.

#### 2. Resolution 2 – Removal of Robin Low as a Director

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution**:

*"That, pursuant to section 203D of the Corporations Act, Robin Low be removed as a director of the Company with immediate effect".*

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.

#### 3. Resolution 3 – Removal of Robert Sherwin as a Director

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution**:

*"That, pursuant to section 203D of the Corporations Act, Robert Sherwin be removed as a director of the Company with immediate effect".*

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.



**4. Resolution 4 – Removal of John Lewis as a Director**

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution**:

*"That, pursuant to section 203D of the Corporations Act, John Lewis be removed as a director of the Company with immediate effect".*

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.

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**5. Resolution 5 – Election of Richard Cawsey as a Non Executive Director**

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution**:

*"That, pursuant to rule 48 of the Company's Constitution, Richard Cawsey be elected and appointed as a director of the Company with immediate effect"*

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.

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**6. Resolution 6 – Election of Andrew Nash as a Non Executive Director**

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution**:

*"That, pursuant to rule 48 of the Company's Constitution, Andrew Nash be elected and appointed as a director of the Company with immediate effect"*

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.

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**7. Resolution 7 – Election of Carole Campbell as a Non Executive Director**

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution**:

*"That, pursuant to rule 48 of the Company's Constitution, Carole Campbell be elected and appointed as a director of the Company with immediate effect"*

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.

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**8. Resolution 8 – Election of Christine Christian as a Non Executive Director**

To consider and, if thought fit, pass the following Resolution as an **Ordinary Resolution**:

*"That, pursuant to rule 48 of the Company's Constitution, Christine Christian be elected and appointed as a director of the Company with immediate effect"*

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.

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**Dated: 14 July 2025**

**By order of the Board**



Harry Pratt  
**Company Secretary**  
**Articore Group Limited**

## Explanatory Memorandum

### Background

On 23 June 2025, the Company received a notice of requisition of general meeting (**Notice**) from five associated Shareholders (**Requisitioning Shareholders**) who are members of the Company and together hold at least 5% of the issued Shares in the Company.

The Notice requires the Company to call an extraordinary general meeting of Shareholders to consider resolutions to remove all current Directors, being Robin Mendelson, Robin Low, Robert Sherwin and John Lewis, and to appoint their own four candidates as directors, being Richard Cawsey, Andrew Nash, Carole Campbell and Christine Christian (**Nominated Board Candidates**).

Section 249D of the Corporations Act provides that a company's directors must call and arrange to hold a general meeting on the request of either (a) members with at least 5% of the votes that may be cast at the general meeting or (b) at least 100 members who are entitled to vote at the general meeting. In accordance with the Corporations Act, the Directors have convened this Meeting.

### 1. Resolution 1 - Removal of Robin Mendelson as a Director

**Robin Mendelson was appointed as a non-executive Director in July 2024, and subsequently was appointed Chair of the Board, on 2 June 2025.**

Robin is a highly experienced senior executive and non-executive director with a proven track record of building, scaling and transforming complex technology businesses. In a 20-year career with global e-commerce leader Amazon, she led high-performance teams in finance, product development, marketing, pricing and other essential functions spanning diverse business models such as direct-to-consumer, marketplace, software-as-a-service (SaaS) and business-to-business.

As Head of Amazon's US Media Consumer Group, Robin delivered multi-year revenue and earnings growth across the US multibillion-dollar division through customer-focused innovation, product development, supply chain optimisation and continuous operational improvements.

Currently, Robin serves as a director of Mynd.ai (NYSE:MYND), where she is a member of the Compensation and Audit Committees. She also holds directorships at Mainstay, an EdTech SaaS platform and Acadeum, an EdTech higher education course-sharing marketplace, and formerly co-chaired TeachUNITED, an organisation dedicated to enhancing educator capabilities in rural communities in the US and internationally.

Robin is a National Association of Corporate Directors (NACD) Certified Director and a board member of NACD's Northwest Chapter.

Robin holds a Master of Business Administration (MBA) from Yale University and a Bachelor of Arts (BA) from Duke University. She was a Senior Fellow at Harvard University where she co-authored Harvard Business Review case studies and served as a Senior Editor of the Harvard Social Impact Review.

*"I chose to join and lead the Articore Board because I see a company with exceptional talent, global momentum, and significant untapped potential. With more than two decades at Amazon, where I launched and scaled digital businesses from inception and led multibillion-dollar divisions, I know firsthand what it takes to drive innovation, execute with discipline and deliver results at scale.*

*"As Chair, my mandate is clear: we must unlock shareholder value with laser focus on our strategy, disciplined execution, and ensure our governance reflects the scale and ambition of this business.*

*"As the majority of Articore's revenue is now generated outside Australia, a global perspective is not optional - it's essential. I'm committed to bringing that perspective to the boardroom and helping Articore realise its full potential on the global stage."*

**Robin Mendelson**

The Board (with Robin Mendelson abstaining) unanimously recommends that you vote **AGAINST** Resolution 1. Each Director intends to vote their respective shareholdings **AGAINST** this Resolution.

**2. Resolution 2 – Removal of Robin Low as a Director**

**Robin Low was appointed as a non-executive Director and Chair of the Audit and Risk Committee in March 2024.**

Robin is a highly experienced non-executive director and ASX audit and risk committee chair and has worked across a broad range of industries including technology, retail, insurance and financial services and has experience in data collection and analysis, artificial intelligence (AI) and customer experience.

Robin has been a non-executive director and audit and risk committee chair for six ASX-listed companies, all with significant international operations. Her other current directorships are Appen Limited (ASX:APX), Guide Dogs NSW/ACT, the Sax Institute and Yalari. Her former ASX board roles were with AUB Group Limited (ASX:AUB), IPH Limited (ASX:IPH), Marley Spoon SE (ASX:MMM) and CSG Limited (ASX:CSV). Her federal government boards were Australian Reinsurance Pool Corporation and Auditing and Assurance Standards Board where she was deputy chair.

Prior to becoming a non-executive director, Robin was an audit and risk partner at PwC and was with the firm for over 28 years. Robin has a Bachelor of Commerce (BComm) from UNSW, is a Fellow of the Institute of Chartered Accountants and a Fellow of the Australian Institute of Company Directors.

*"I bring decades of ASX audit, risk and governance experience and deep expertise in financial oversight to Articore's Board. From listed tech and retail companies to purpose-led organisations, I've consistently helped boards strengthen performance through robust risk management, financial stewardship and transparent governance."*

*"As an Australian-based director, I know the local regulatory landscape. I also know that success today demands both local grounding and global perspective. I'm here to ensure this company meets the highest standards of governance while positioning itself for sustainable, international growth."*

**Robin Low**

The Board (with Robin Low abstaining) unanimously recommends that you vote **AGAINST** Resolution 2. Each Director intends to vote their respective shareholdings **AGAINST** this Resolution.

**3. Resolution 3 – Removal of Robert Sherwin as a Director**

**Robert (Bob) Sherwin was appointed as a Director of the Company in November 2022.**

Bob is a highly accomplished executive with more than 20 years experience in marketing, omni-channel retail, technology and scaling online marketplace businesses.

Based in the US, Bob is currently the Chief Marketing Officer of Staples Inc, a major office supplies and workplace solutions retailer. Prior to this, Bob was the Chief Marketing Officer of healthtech pioneer ZOE Science & Nutrition.

Prior to ZOE, Bob spent 10 years at Wayfair, one of the world's largest online destinations for home furnishings, housewares and home improvement goods. At Wayfair he served as the Chief Marketing

Officer, where he built a world-class marketing function, built and scaled multiple business units, launched the first five physical retail locations, and helped increase sales by more than 20 times during his tenure.

Earlier in his career, Bob was a strategy consultant at McKinsey & Co., where he worked across a wide range of consumer industries and functions, including strategy, sales, marketing, technology and operations at insurance, travel, finance, telecommunications, CPG and retail focused organisations.

Bob holds a MBA in Strategy, Operations and Organisation and a Masters Degree in Engineering from Northwestern University and a Bachelor of Business Administration in Finance and Economics from the College of William and Mary.

*"My entire career has been focused on helping marketplaces grow and scale both operationally and through customer-centric brand building. At Wayfair, I helped grow revenue over 20 times, from USD500 million to over USD12 billion; at Staples and ZOE, I've led data-driven marketing that fuels real business results."*

*"I joined the Articore Board because I believe in the power of this model and I bring experience that directly aligns with the business's direction. I know how to attract customers, convert demand, and deliver profitable growth in digital retail. I'm here to help Articore realise its full commercial potential."*

**Bob Sherwin**

The Board (with Robert Sherwin abstaining) unanimously recommends that you vote **AGAINST** Resolution 3. Each Director intends to vote their respective shareholdings **AGAINST** this Resolution.

#### 4. Resolution 4 – Removal of John Lewis as a Director

**John Lewis was appointed a Director of the Company in October 2024.**

John is the Co-Founder, CEO, and CIO of Osmium Partners, LLC, a hedge fund in San Anselmo, California. John has over 25 years of experience as an investment professional, operating executive, and non-executive director in various industries, including retail, technology, financial services, and real estate. John has invested in over 500 public companies and has appointed more than 20 directors to public boards. John's deep understanding of public capital markets and experience in strategic investments and business turnarounds has led to the acquisition of 20 of Osmium's portfolio companies, which closed significant price-to-value gaps to maximise shareholder value.

John has served on the boards of several public companies at various points in their lifespan. After Osmium invested capital in Tuesday Morning (NASDAQ: TUES) to help it exit Chapter 11 in 2021, John joined the Board, serving as Chairman of the Nominating and Governance Committee and finding a buyer for the company before leaving the Board in 2022. From 2015 to 2017, John played a pivotal role in helping Intersections (NASDAQ: INTX) refocus its strategy, returning the company to profitability and successfully positioning it for sale. In 2013, pursuant to 87% of Spark Networks (NASDAQ: LOV) shareholders voting for John and his slate of nominees to join the Board, the company was right-sized and acquired by Affinitas in 2016.

Earlier in his career, John was a Research Analyst at the Heartland Funds, which had over US\$3.5 billion in assets under management, covering various industries, including internet, software, and business services. John holds an MBA from the University of San Francisco and a BA from the University of Maryland, College Park.

*"I've spent more than two decades working to protect and enhance shareholder value both as a professional investor and as a director on numerous public boards. I've guided companies through*

turnarounds, helped unlock trapped value, and always put shareholders first. Most notably, I (through Osmium) was instrumental in leading the public contest that led to the sale of Leaf Group, which at the time owned Society6, a large competitor of Redbubble, for approximately \$320 million in an all cash deal. From the start of the campaign to the entry into a transaction, the value of the company increased by 120%. This was a highly contested situation that required persistence and an in-depth understanding of how to maximise shareholder value.

"I joined Articore's Board because I see both a clear strategic opportunity and a leadership team willing to listen and act. I bring an owner's mindset, and a track record of impact. This Board has the independence, skill, and resolve to deliver for all shareholders."

**John Lewis**

The Board (with John Lewis abstaining) unanimously recommends that you vote **AGAINST** Resolution 4. Each Director intends to vote their respective shareholdings **AGAINST** this Resolution.

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**5. Resolutions 5 to 8 - Election of Nominated Board Candidates**

Resolutions 5 to 8 relate to the election of the Nominated Board Candidates, Richard Cawsey, Andrew Nash, Carole Campbell and Christine Christian as new directors of Articore.

Attached to this Explanatory Memorandum as Annexure A is a document provided by the Requisitioning Shareholders which sets out information on each of the Nominated Board Candidates and other information. The Board has not independently verified this information.

As far as the Board is aware, only Richard Cawsey is a Shareholder, holding 1.46% of issued capital via a superannuation fund.

For the reasons set out in the Letter to Shareholders, the Board **DOES NOT ENDORSE** the election of any of the Nominated Board Candidates, and unanimously recommends that you vote **AGAINST** all of Resolutions 5, 6, 7 and 8. Each Director intends to vote their respective shareholdings **AGAINST** these Resolutions.

## Glossary

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria, Australia.

**Associate** has the meaning given to it in ASX Listing Rule 19.12.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors.

**Chair** means the chairperson of the Meeting.

**Company** or **Articore** means Articore Group Limited ACN 119 200 592.

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Letter to Shareholders** means the letter from the Chair sent to Shareholders on 14 July 2025.

**Meeting** or **Extraordinary General Meeting** means the meeting convened by the Notice.

**Nominated Board Candidates** means the persons nominated by the Requisitioning Shareholders for election to the Board, being Richard Cawsey, Andrew Nash, Carole Campbell and Christine Christian.

**Notice** or **Notice of Extraordinary General Meeting** means this notice of Extraordinary General Meeting, including the Explanatory Memorandum and the Voting Form.

**Ordinary Resolution** means a Resolution requiring at least 50% of votes cast by Shareholders eligible to vote and present at the Meeting (personally, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) to vote in favour in order for it to be passed.

**Requisitioning Shareholders** means Cawsey Superannuation Fund Pty Ltd (ACN 100 483 270) as trustee for Casey Superannuation Fund (ABN 78 876 956 342), Denali Ventures Pty Ltd (ACN 161 736 107) as trustee for Denali Ventures Unit Trust (ABN 97 367 733 996), Martin Hosking, Jellicom Pty Ltd (ACN 108 631 929) as trustee for Three Springs Family Trust (ABN 67 429 391 807), and Three Springs Foundation Pty Ltd (ACN 625 000 562), being the Shareholders who have requested the Meeting be held by notice under section 249D of the Corporations Act, and who, as at the date of receipt of the request, are registered Shareholders of the Company who together hold at least 5% of the issued Shares in the Company.

**Resolution** means a resolution set out in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means the share registry of the Company, being MUFG Corporate Markets.

**Shareholder** means a holder of a Share.

**Voting Form** means the direct voting and proxy form accompanying the Notice.



## Annexure A - Requisitioning Shareholders' statement

For personal use only

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Dear Fellow Shareholders,

We write to you as shareholders of Articore Group Limited, together holding approximately 16% of its issued capital, including its founder and largest shareholder, Martin Hosking.

We wish to share our views on Articore's performance and strongly urge support for the resolutions below.

Our purpose is clear: Articore must have a Board that is fit for purpose, capable of decisive action, and truly accountable to you — its owners.

Despite some welcome steps — notably the resignations of 2 directors — fundamental issues of delays to take action, and persistent concerns re governance, accountability, and credible execution of strategy remain unresolved.

### What We Are Asking You to Decide

At the requisitioned general meeting, you will be asked to vote on resolutions to:

- Remove all remaining current directors; and
- Appoint four new, independent directors with proven track records and deep sector expertise.

### Why Further Change Is Essential

Articore's share price has collapsed from a high of \$7.04 in January 2021 to around \$0.22 today. This destruction of shareholder value has been, in our view, overseen by a Board that has too often been reactive, inward looking and slow to act in your interests.

Since May, we have pressed the Board for comprehensive renewal and a credible plan to stabilise and grow the business. Instead there has been:

- Partial and insufficient Board refresh — while 2 directors (Ms Ward and Mr Heap) departed, no new directors have been added. Our proposed candidates have not been appointed nor has the board engaged meaningfully with these candidates to explore how their expertise could benefit Articore.
- Disorderly CEO transition — while we strongly support Mr Vivek Kumar's appointment, the abrupt removal of Martin Hosking, without any standard transition period, and whilst the CFO and CTO roles remain vacant, leaves the business operationally fragile at a critical time.
- Lack of substantive strategic response or plan — the announced strategic review lacks clear scope, timeline, or accountability, risking further delay while performance continues

to deteriorate.

We have repeatedly sought genuine dialogue with the Board to avoid the cost and disruption of a shareholder vote. Regrettably, we think a shareholder vote is necessary.

What We Believe Articore Needs Now

A successful turnaround requires a Board that will:

- Rebuild trust and retention among creators and customers, countering AI commoditisation risks.
- Restore technical leadership and platform resilience through capable, sector-experienced executive hires.
- Ensure rigorous cost discipline and capital allocation, driven by directors with proven governance and transformation credentials.
- Retain critical Australian engineering and operations talent — without which platform continuity is at risk.
- Engage productively and cooperatively with all investors and ensuring alignment of interests.
- Strengthen product-market fit and marketing efficiency to arrest revenue decline.

*Put simply: Articore needs transformational change, not incremental tweaks.*

Your Proposed New Board

Your proposed new directors bring a blend of deep global marketplaces expertise and on-the-ground Australian governance strength. Together, they have scaled businesses in the US and globally — exactly where Articore generates the bulk of its revenue — while ensuring alignment with the expectations of Australian shareholders and regulators.

| Nominee        | Role           | Highlights  |
|----------------|----------------|---|
| Richard Cawsey | Proposed Chair | Founder of Denali Venture Partners; former Chair of Articore; ex-Morgan Stanley and NatWest Investment Bank helping build and scale businesses across Asia and Europe; transformed Redbubble from startup to listed global platform; deep |

|                        |                        |   |
|------------------------|------------------------|---|
|                        |                        | turnaround and governance expertise.  |
| Carole Campbell        | Chair of Audit & Risk  | Seasoned ASX NED and Audit Chair; 30+ years in finance leadership roles including multinationals and cross-border M&A integrations; expert in capital discipline and governance under change.   |
| Andrew J. Nash         | Non-Executive Director | Dual US/Australian citizen; 35+ years experience in marketplaces and eCommerce businesses; founder/CEO roles with successful exits; global, US and Australia track record with operations throughout Asia Pacific, Europe and the Americas. |
| Christine Christian AO | Non-Executive Director | 35+ years in financial services, credit analytics, publishing and digital; board and executive roles in Asia-Pacific, North America, Europe; AO for distinguished business and community service; expert in innovation and governance.      |

This slate combines deep Australian governance experience with real-world operational leadership across the US, Asia, Europe and beyond — matching Articore’s global revenue base with a Board ready to deliver shareholder-aligned results.

### What You Should Do

- ✓ Vote FOR the removal of the current directors
- ✓ Vote FOR the appointment of Richard Cawsey, Carole Campbell, Andrew Nash and Christine Christian

Your vote is the only way to ensure that Articore has the leadership and governance strength needed to restore value and secure a sustainable future.

Yours sincerely,



Richard Cawsey



[Martin Hosking \(Jun 23, 2025 15:46 GMT+10\)](#)

Martin Hosking

On behalf of concerned shareholders of Articore Group Limited



## LODGE YOUR VOTE



### ONLINE

<https://au.investorcentre.mpms.mufg.com>



### BY MAIL

Articore Group Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND\*

MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

\*During business hours Monday to Friday



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474

## LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEST) on Wednesday, 20 August 2025**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



### ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder 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 vote by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

### QR Code



## HOW TO COMPLETE THIS SHAREHOLDER VOTING 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 and email 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 the appropriate "Certificate of Appointment of Corporate Representative" must be received at [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com) prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.mpms.mufg.com/en/mufg-corporate-markets](http://www.mpms.mufg.com/en/mufg-corporate-markets).



NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## VOTING FORM

I/We being a member(s) of Artcore Group Limited and entitled to attend and vote hereby appoint:

### A VOTE DIRECTLY



elect to lodge my/our  
vote(s) directly (mark box)



in relation to the General Meeting of the Company to be held at **10:00am (AEST) on Friday, 22 August 2025**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR

### B APPOINT A PROXY



the Chair of  
the Meeting  
(mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair 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 General Meeting of the Company to be held at **10:00am (AEST) on Friday, 22 August 2025** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.openbriefing.com/ATGGM25> (refer to details in the Virtual Meeting Online Guide).

**The Chairman of the Meeting intends to vote all available proxies in accordance with the Board recommendation for each Item as set out in the Notice of Meeting and in Step 2 below**

## 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

#### RESOLUTIONS NOT SUPPORTED BY THE BOARD

The Board recommends shareholders **VOTE AGAINST ALL RESOLUTIONS**

- 1 Removal of Robin Mendelson as a Director
- 2 Removal of Robin Low as a Director
- 3 Removal of Robert Sherwin as a Director
- 4 Removal of John Lewis as a Director
- 5 Election of Richard Cawsey as a Non Executive Director
- 6 Election of Andrew Nash as a Non Executive Director
- 7 Election of Carole Campbell as a Non Executive Director
- 8 Election of Christine Christian as a Non Executive Director

| Board<br>recommendation | For                      | Against                  | Abstain*                 |
|-------------------------|--------------------------|--------------------------|--------------------------|
| AGAINST                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| AGAINST                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| AGAINST                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| AGAINST                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| AGAINST                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| AGAINST                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| AGAINST                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| AGAINST                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



\* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

ATG PRX2501N



MUFG Corporate Markets  
A division of MUFG Pension & Market Services

# Online Meeting Guide

For personal use only

## Before you begin

Ensure your browser is compatible.  
Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

**To attend and vote you must have your shareholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

**Please make sure you have this information before proceeding.**

# Online Meeting Guide

Welcome to the MUFG Corporate Markets  
A division of MUFG Pension & Market Services

Please register your details to participate

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

## 1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

This will bring up a box which looks like this.

**Voting Card**

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

**PROXY DETAILS**

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **‘SUBMIT DETAILS AND VOTE’** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can submit either a Full Vote or Partial Vote.

## Step 1

Open your web browser and go to <https://meetings.openbriefing.com/ATGGM25>

## Step 2

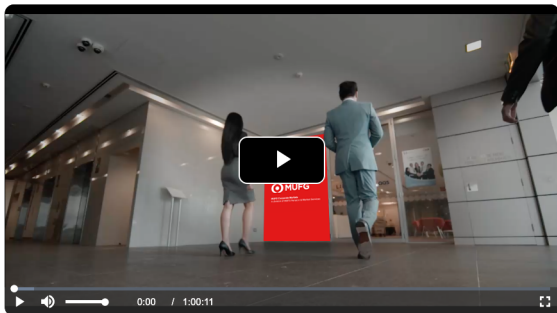
Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the **‘Register and Watch Meeting’** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Get a Voting Card’, ‘Ask a Question’ and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

For personal use only


[Get a Voting Card](#)

[Ask a Question](#)

#### Downloads

- [Notice of meeting](#)
- [Annual report](#)
- [Online Guide](#)

SAMPLE

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## Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

[Full Vote](#)
[Partial Vote](#)

### Resolution 1A

☒ For

☐ Against

☐ Abstain

AMENDMENT TO THE CONSTITUTION

[SUBMIT VOTE](#)

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

# Online Meeting Guide *continued*

## 2. How to ask a question

**Note:** Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the ‘Ask a Question’ button either at the top or bottom of the webpage.

The ‘Ask a Question’ box will pop up and you have the option to type in a written question or ask an audio question over the phone line.

Ask a Question

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND ASK A QUESTION

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND ASK A QUESTION

In the ‘Regarding’ section click on the drop down arrow and select the category/resolution for your question.

Click in the ‘Question’ section and type your question and click on ‘Submit’.

A ‘View Questions’ box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note, the company will do their best to address all questions.

View Questions

Your submitted questions can be viewed below.  
We will endeavour to answer all questions during the Meeting.

When will this meeting be held?

Asked regarding General Business  
Asked at: 9:41 AM Updated: 9:41 AM

OPEN COMMENTS

SUBMIT ANOTHER QUESTION

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.



## Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact MUFG on +61 1800 990 363.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device,  
call: +61 1800 416 188 (within Australia)  
+61 2 9189 1107

#### Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a holder and allow you to ask a question and vote on the resolutions at the Meeting.

#### Step 3

You will be greeted by a moderator. Once the moderator has verified your details you will then be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

### Asking a Question

#### Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press \*1** on your keypad should you wish to raise your hand to ask a question.

#### Step 2

The moderator will ask you what item of business your question relates to. Let the moderator know if your question relates to General Business or the Resolution number.

### Contact us

Australia  
T +61 1800 990 363

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

#### Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing \*1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

#### Step 4

Your line will be muted once your question has been answered.