

18 July 2025

ASX Release

## Notice of Annual General Meeting and Proxy Form

Plenti Group Limited (ASX:PLT) (**Plenti**) advises that an Annual General Meeting of Shareholders will be held on Tuesday, 19 August 2025 at 1:00pm (AEST) as a virtual meeting at [https://us02web.zoom.us/webinar/register/WN\\_Y7uQbl6fSd2jwYmpWKH9yw](https://us02web.zoom.us/webinar/register/WN_Y7uQbl6fSd2jwYmpWKH9yw)

The following documents attached to this ASX announcement are being dispatched to Shareholders today:

1. Letter to Shareholders in relation to the Notice;
2. Notice of 2025 Annual General Meeting; and
3. Proxy Form.

ENDS

Authorised for release by the Board of Plenti Group Limited.

For more information please contact:

Adam Bennett  
Chief Executive Officer  
[shareholders@plenti.com.au](mailto:shareholders@plenti.com.au)

### About Plenti

Plenti is a fintech lender. We provide faster, fairer loans by leveraging our smart technology.

We offer award-winning automotive, renewable energy and personal loans, delivered by our proprietary technology, to help creditworthy borrowers bring their big ideas to life.

Since our establishment in 2014, our loan originations have grown consistently, supported by diversified loan products, distribution channels and funding, and underpinned by our exceptional credit performance and continual innovation.

For more information visit [plenti.com.au/shareholders](https://plenti.com.au/shareholders).

**Plenti Group Limited**  
ABN 11 643 435 492

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18 July 2025

## Upcoming Annual General Meeting of Shareholders


Dear Shareholder,

Plenti Group Limited ACN 643 435 492 (ASX: **PLT** or “the **Company**”), advises the 2025 Annual General Meeting will be held as a virtual meeting at [https://us02web.zoom.us/webinar/register/WN\\_Y7uQbl6fSd2jwYmpWKH9yw](https://us02web.zoom.us/webinar/register/WN_Y7uQbl6fSd2jwYmpWKH9yw) on Tuesday, 19 August 2025 at 1:00pm (AEST) (**Meeting**).

### Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://www.plenti.com.au/shareholders/> or the Company’s ASX market announcements platform at <https://www.asx.com.au/markets/company/PLT>.

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

<p><b>Online</b></p> <p>scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:</p> <ul style="list-style-type: none"> <li>• Login to the online AGM platform using the holding details as shown on your holding statement. Select ‘Meetings’. Then select ‘Proxy voting’.</li> <li>• To use the online lodgement facility, Shareholders will need their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the holding statement. For further information on the online proxy lodgement process, please see the Online Proxy Lodgement Guide at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>.</li> </ul>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

### Shareholder queries in relation to the Meeting

Shareholders can their queries prior to the meeting via email at [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au).

Copies of all Meeting related material, including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.

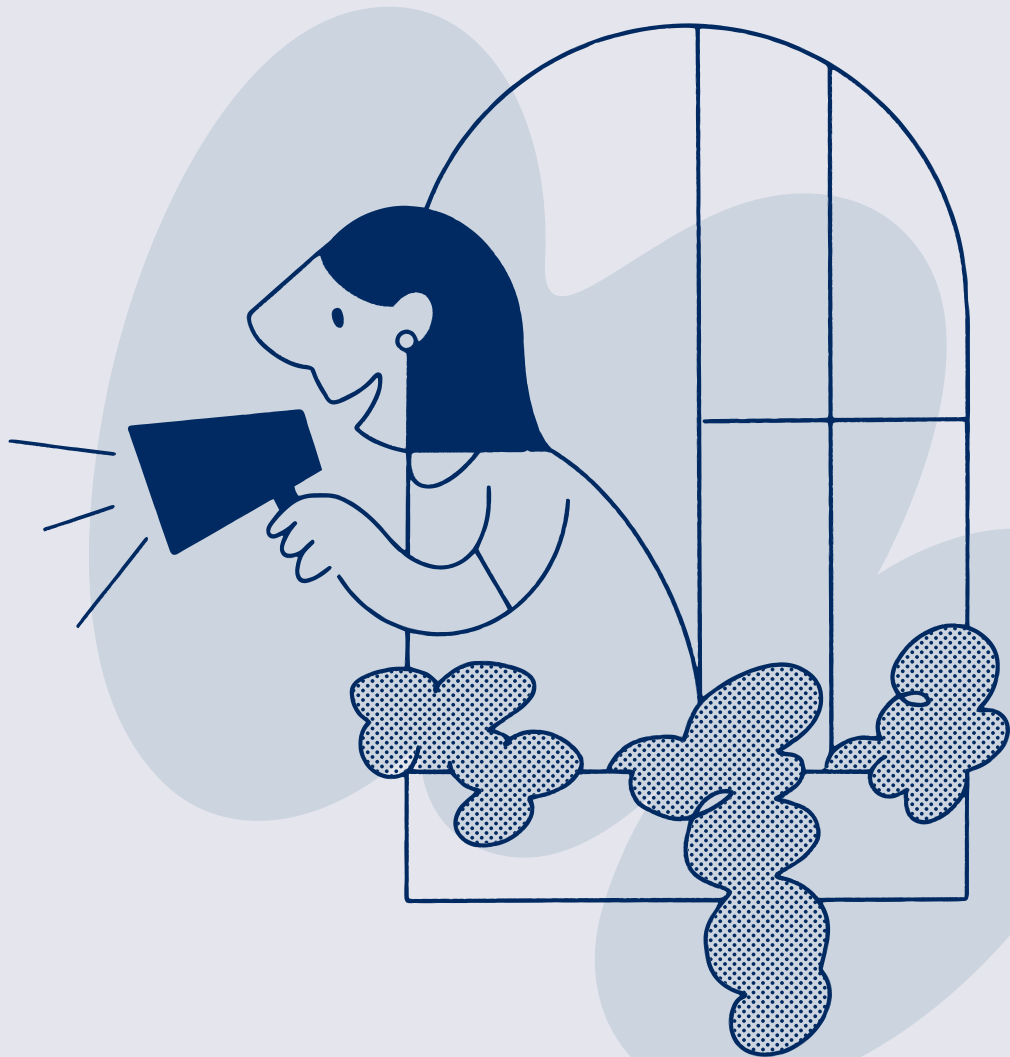
  
 Georgina Koch

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# Plenti Group Limited

**Notice of 2025 Annual General Meeting**  
Explanatory Statement | Proxy Form

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19 August 2025 | 1:00pm AEST

This AGM will be held as a virtual meeting at [https://us02web.zoom.us/webinar/register/WN\\_Y7uQbl6fSd2jwYmpWKh9yw](https://us02web.zoom.us/webinar/register/WN_Y7uQbl6fSd2jwYmpWKh9yw)

Registration will commence at **12:30pm (AEST)**.

Further instructions for attending the meeting online are provided within this Notice and in the Registration and Voting Guide available at <https://www.automicgroup.com.au/virtual-agms/>.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

# Letter from the Chairman

Dear Shareholders

On behalf of the Board of Plenti Group Limited (**Plenti**), I am pleased to invite you to join the Annual General Meeting (**AGM**), which will be held on **Tuesday, 19 August 2025** at **1:00pm (AEST)**.

Consistent with previous years, Plenti is holding its AGM in a virtual format, only accessible online.

Shareholders and proxy holders participating in the meeting will be able to submit questions and vote in real time. I encourage the lodgement of proxy votes ahead of the meeting and Shareholders are also able to submit their questions in advance via the company website. Further details regarding participation in the AGM are set out on page 9 of this document.

The Notice of Meeting sets out the business that will be proposed at the AGM, with 3 key items in addition to the consideration of the financial statements and reports, and the adoption of the remuneration report.

The items of business to be proposed at the meeting are the re-election of Stephen Benton as a Director; the approval of an increase to Plenti's ASX Listing Rule placement capacity and the approval of an increase to Plenti's Non-Executive Director fee pool.

The Board, excluding the interested directors, recommends that Shareholders vote in favour of the proposed resolutions.

The results of the AGM will be available at [www.plenti.com.au](http://www.plenti.com.au) and on the ASX after the meeting has concluded.

On behalf of the Board, I look forward to welcoming you to Plenti's 2025 AGM.



Mary Ploughman  
Chairman

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# Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting of Plenti Group Limited (ACN 643 435 492) (the **Company**) will be held at 1:00pm (AEST) on Tuesday, 19 August 2025 as a virtual meeting (**Meeting** or **AGM**).

The Explanatory Statement to this Notice of Meeting provides additional information on each item of business to be considered at the Meeting. The Explanatory Statement and the Proxy Form constitute part of this Notice of Meeting.

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

## Items of business

### Item 1 – Financial statements and reports

To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 March 2025 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report for that financial year.

**Note:** This item is for discussion only.

### Item 2 – Adoption of 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 31 March 2025 be adopted."

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

### Item 3 – Re-election of Stephen Benton as a Director

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

"To re-elect Stephen Benton as a Director of the Company."

### Item 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement, be approved."

### Item 5 – Increase in the maximum aggregate annual remuneration of Non-Executive Directors

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

"That, for the purpose of ASX Listing Rule 10.17, clause 22.1(a) of the Company's Constitution and all other purposes, the maximum aggregate annual remuneration that may be paid by the Company for the services of the Company's Non-Executive Directors be increased by \$200,000 from \$800,000 per annum to \$1,000,000 per annum."

BY ORDER OF THE BOARD



**Georgina Koch**  
Company Secretary  
Level 5, 14 Martin Place  
Sydney NSW 2000, Australia

18 July 2025

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# Explanatory Statement

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions in the Notice of Meeting, it is recommended that you seek advice from an accountant, solicitor, or other professional advisor.

## Item 1 – Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 March 2025 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report (together, the **Reports**).

Shareholders may view the Reports on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Reports, contact the Share Registry by sending an email to [hello@automic.com.au](mailto:hello@automic.com.au).

No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the Reports, as well as the management and performance of the Company.

The Company's auditor will also be present at the Meeting and Shareholders will be given a reasonable opportunity to ask questions of the Company's auditor in relation to the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

The Company recommends that Shareholders submit questions for the Company's auditor in advance of the Meeting. If Shareholders wish to submit questions for the Company's auditor prior to the Meeting, questions should be submitted by **5:00pm (AEST) on Tuesday 12 August 2025**. See "Important information" for further details on how to submit questions prior to the Meeting. Shareholders can raise questions for the Company's auditor on the day of the Meeting.

## Item 2 – Adoption of Remuneration Report

In accordance with the Corporations Act, the Company is seeking the adoption of the Remuneration Report by Shareholders at the Meeting.

The Remuneration Report is set out in the Company's Annual Financial Report, which is available on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Remuneration Report, contact the Share Registry by sending an email to [hello@automic.com.au](mailto:hello@automic.com.au).

The Remuneration Report summarises the Company's approach to remuneration and the remuneration arrangements for Directors and key management personnel (**KMP**), including the terms of the incentive arrangements in place for KMP.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into account when considering future remuneration policies.

Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Remuneration Report, both prior to and during the Meeting.

### Voting exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast on this item:

- by or on behalf of a member of the Company's KMP, whose remuneration details are included in the Remuneration Report (or their Closely Related Parties) in any capacity; and
- as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with the directions given to the proxy by that person on the Proxy Form; or
- by the Chairman, as the Chairman has received express authority to vote undirected proxies as the Chairman sees fit, despite the fact that this item is connected with the remuneration of the Company's KMP.

If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on this item on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on this item even though this item is connected directly or indirectly with the remuneration of the KMP, which includes the Chairman.

### Directors' recommendation

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

The Chairman intends to vote all available proxies in favour of this item.

## Item 3 – Re-election of Stephen Benton as a Director

Stephen Benton was appointed as a Non-Executive Director in August 2022. At the Meeting, he will cease to hold office in accordance with article 21.1 of the Constitution and, being eligible, offers himself for re-election as a Director of the Company.

Stephen is Chair of the Audit and Risk Committee and a member of the People and Culture Committee.

Stephen has over 30 years' experience in leading financial services businesses across large organisations, challenger brands and growth companies.

Stephen also holds experience specific to consumer lending, product development, and debt collection. Stephen holds a Bachelor of Commerce, Accounting and Finance and is a Graduate of the Australian Institute of Company Directors.

The Board considers Stephen's skills and extensive experience will continue to complement and enhance the Board's decision making.



An assessment was undertaken of Stephen's independence as against the requirements set out in the Board Charter and the independence criteria in the ASX Corporate Governance Principles and Recommendations. The Board is satisfied that Stephen is an independent Director.

### Directors' recommendation

The Directors (other than Stephen) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

## Item 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

### Background

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an additional 10% capacity (**10% Placement Capacity**).

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation equal to or less than \$300 million.

As at 17 June 2025, the Company had a market capitalisation of approximately \$151.9M based on the number of Shares on issue and the closing price of Shares of \$0.855 and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity, this item will be withdrawn.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. As at the date of this Notice, the Company currently has one class of quoted equity securities on issue, being the Shares.

If this item is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval. Additionally, the number of Shares the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If this item is not passed, the Company will not be able to access the 10% Placement Capacity to issue equity securities without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

### Information required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3A.

#### Period for which the approval will be valid

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- the time and date of the entity's next annual general meeting; and

- the time and date on which shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

#### Minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A

The issue price per equity security must not be less than 75% of the VWAP of the equity securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- if the equity securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the equity securities are issued.

#### Purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A may be used

Any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A during the ASX Listing Rule 7.1A mandate period, if Shareholders approve this item. However, if Shareholders approved this item and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- to further develop the Company's business;
- for the Company's working capital requirements; and
- to acquire assets.

#### Risk of economic and voting dilution to existing Shareholders

If this Resolution is approved, and the Company issues equity securities under ASX Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under ASX Listing Rule 7.1A.

The table on the following page shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:



## Potential Dilution and Funds Raised

Variable "A" ASX Listing Rule 7.1A.2		\$ 0.4275 50% decrease in issue price	\$ 0.8550 issue prices <sup>(b)</sup>	\$ 1.7100 100% increase in issue price
"A" is the number of shares on issue, being 177,637,474 Shares <sup>(a)</sup>	10% voting dilution <sup>(c)</sup>	17,763,747	17,763,747	17,763,747
	Funds raised	\$7,594,002	\$15,188,004	\$30,376,007
"A" is a 50% increase in shares on issue, being 266,456,211 Shares	10% voting dilution <sup>(c)</sup>	26,645,621	26,645,621	26,645,621
	Funds raised	\$11,391,003	\$22,782,006	\$45,564,012
"A" is a 100% increase in shares on issue, being 355,274,948 Shares	10% voting dilution <sup>(c)</sup>	35,527,495	35,527,495	35,527,495
	Funds raised	\$15,188,004	\$30,376,008	\$60,752,016

## Notes:

Based on the total number of fully paid ordinary Shares on issue as at 17 June 2025. Note that the number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval or that are issued with Shareholder approval under ASX Listing Rule 7.1.

(a) Based on the closing price of the Company's Shares on ASX as at 17 June 2025.

(b) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under ASX Listing Rule 7.1A.

(c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(d) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.

## Allocation policy for issues under ASX Listing Rule 7.1A

The recipients of any equity securities issued under the 10% Placement Capacity have not yet been determined. The Company's allocation policy and the identity of the recipients of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the ASX Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board reserves the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the ASX Listing Rule 7.1A mandate period, details regarding the recipients and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

## Issue or agreement to issue equity securities under ASX Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This item is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the item by Shareholders (by number of Shares) must be in favour of this item.

## Voting exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this item.

## Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

## Item 5 – Increase in the Non-Executive Director fee cap

ASX Listing Rule 10.17 provides that a listed entity must not increase the total aggregate amount of directors' fees payable to its Non-Executive Directors, without shareholder approval.

Clause 22.1(a) of the Company's Constitution also provides that the Company in general meeting may from time to time determine the maximum aggregate remuneration to be provided to or for the benefit of the Directors for services rendered as Directors.

The maximum aggregate remuneration that the Company may pay its Non-Executive Directors in any financial year is currently set at \$800,000 and has not been increased since the Company listed on the ASX.

Pursuant to ASX Listing Rule 10.17, shareholder approval is being sought to increase the maximum aggregate sum per annum available to be paid to Non-Executive Directors by \$200,000, from \$800,000 to \$1,000,000 per annum.

The Company does not intend to fully utilise the increase in the near future.

The following matters were considered in determining the proposed increase:

- the ongoing flexibility required to modify the Board's composition, where the Board determines it is appropriate to make additional appointments; and
- the increase in the Non-Executive Director fee pool will provide flexibility to adjust fees in accordance with market benchmarks.

The fees payable to Non-Executive Directors are reviewed periodically by the People and Culture Committee. Details of the current remuneration of each Non-Executive Director are set out in the Remuneration Report.

There have been no securities issued to Non-Executive Directors in the past three years with shareholder approval under ASX Listing Rules 10.11 or 10.14. Before becoming a Non-Executive Director on 22 July 2024, Daniel Foggo was the CEO and an Executive Director. In that capacity, he was issued securities with shareholder approval under ASX Listing Rules 10.11 or 10.14. Details of those issuances are outlined in the Company's previous remuneration reports.

If Item 5 is approved, the remuneration pool of Non-Executive Directors will increase to \$1,000,000 per annum.

If Item 5 is not approved, the remuneration pool of Non-Executive Directors will remain at \$800,000 per annum and the Board will not have the flexibility described above, and the fees payable to any future Non-Executive Director appointments will need to be assessed within the current remuneration pool.

The proposed increase to Non-Executive Director fee pool does not impact upon remuneration of executive directors.

### Voting Exclusion

The Company will disregard any votes cast:

- (a) in favour of Item 5 by or on behalf of any Director of the Company or any of their Associates in any capacity; and
- (b) on Item 5 as a proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

unless the vote is cast:

- (c) as proxy for a person who is entitled to vote on the item in accordance with directions given to the proxy by that person on the Proxy Form; or
- (d) the Chairman as proxy for a person who is entitled to vote on the item, because the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even though the item is connected with the remuneration of the KMP; or
- (e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the item; and
  - ii. the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on this item on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on this item even though this item is connected directly or indirectly with the remuneration of the KMP, which includes the Chairman.

### Directors' recommendation

As each of the Non-Executive Directors has a personal interest in this item, the Board does not make a recommendation to shareholders in relation to this item.

The Chair of the meeting intends to vote all available proxies in favour of this item.

# Important Information

The AGM will be held at **1:00pm (AEST) on Tuesday, 19 August 2025** as a virtual meeting.

You will need a computer, tablet or mobile device with internet connection to attend and participate in the Meeting.

A person is eligible to vote at the Meeting if they are a registered Shareholder at **5:00pm (AEST) on Sunday, 17 August 2025**.

## Virtual meeting

### Shareholders

Shareholders can participate in the Meeting through the online AGM platform accessible at:

[https://us02web.zoom.us/webinar/register/WN\\_Y7uQbl6fSd2jwYmpWKH9yw](https://us02web.zoom.us/webinar/register/WN_Y7uQbl6fSd2jwYmpWKH9yw)

Registration will open at **12:30pm (AEST) on Tuesday, 19 August 2025** and Shareholders are encouraged to login to the platform at least 15 minutes prior to the scheduled start time for the Meeting.

Information on how to use the online AGM platform, including how to vote and ask questions, is available in the Registration and Voting Guide available at:

<https://www.automicgroup.com.au/virtual-agms/>

### Proxyholders

If you are entitled to vote at the AGM, you can appoint a proxy to attend and vote on your behalf.

A proxy does not need to be a Shareholder and may be an individual or a body corporate. Should you hold two or more Shares, you are able to appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. Where the proportion or number of votes is not specified, each proxy may exercise one half of the total number of votes that Shareholder is entitled to exercise.

Proxyholders will need their proxy details to login to the online AGM platform and participate. Please contact the Share Registry, Automic, before the AGM on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or at [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) to obtain these details and otherwise refer to the information in the Registration and Voting Guide.

### Shareholder questions

If you are entitled to vote at the AGM, you are encouraged to submit written questions for the Company or the auditor before the AGM.

Please submit all questions by **5:00pm (AEST) on Tuesday, 12 August 2025** by emailing [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au).

Shareholders will also be able to ask questions during the Meeting via the online AGM platform. Information on how to ask questions, verbally and in writing through the online platform, is set out in the Registration and Voting Guide.

The Chairman will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM, however there may not be sufficient time available to address all of the questions and comments raised.

## Voting

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting on all items will be conducted by poll and the results will be announced to the ASX and made available on the Company's website as soon as practicable after they are known.

Shareholders can vote by proxy. Information on how to lodge a proxy vote prior to the Meeting is set out further below.

### Voting during the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online AGM platform (accessible at <https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an existing account with the Share Registry to access the online AGM platform are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

### How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (accessible at <https://investor.automic.com.au/#/home>), click on 'register' and follow the steps as prompted. Shareholders will require their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

### I have an account with Automic, what are the next steps?

Shareholders with an account with Automic are advised to take the following steps to vote virtually on the day of the AGM:

1. **(Login)** Login to the online AGM platform (accessible at <https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** Registration will commence half an hour before the meeting. Once logged in you will see that the meeting is open for registration. Click on "View" and then click on "Register".
3. **(Live voting on the day)** If live voting for the meeting is open, select "yes, I would like to vote" and follow the steps as prompted.

For further information on how to vote during the Meeting, please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>.

## Voting by proxy

To vote by proxy in advance of the Meeting, please use one of the following methods:

Online	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:		
	<ul style="list-style-type: none"><li>• Login to the online AGM platform using the holding details as shown on the Proxy Form. Select 'Meetings'. Then select 'Proxy voting'.</li><li>• To use the online lodgement facility, Shareholders will need their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.</li></ul> <p>For further information on the online proxy lodgement process, please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>.</p>		
By post	Automic, GPO Box 5193, Sydney NSW 2001	By email	meetings@automicgroup.com.au
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000	By fax	+61 2 8583 3040

Your proxy instruction must be received not later than **1:00pm (AEST) on Sunday, 17 August 2025. Proxy Forms received later than this time will be invalid.**

If the Proxy Form directs the proxy how to vote on a particular resolution:

- a proxy who is not the Chairman of the meeting does not need to vote but if the proxy does vote, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the meeting, the proxy must vote and must vote as directed.

### Default to the Chairman

- a Shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and

the Shareholder's proxy either:

- does not attend the AGM; or
- attends the AGM but does not vote on the resolution,

then the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that Shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the meeting must vote in accordance with the written direction of that Shareholder.

### Voting intention of the Chairman

Where entitled to do so, and subject to the voting restrictions set out in this Notice of Meeting, the Chairman intends to vote all undirected proxies in favour of items 2 to 5.

## Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is provided to the Share Registry with the Proxy Form by **1:00pm (AEST) on Sunday, 17 August 2025**, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

A corporate Shareholder may appoint a person to act as its representative. If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the

representative must provide the Share Registry with adequate evidence of their appointment (such as an Appointment of Corporate Representative form confirming that they are authorised to act as the Shareholder's representative at the AGM) by **1:00pm (AEST) on Sunday, 17 August 2025**, unless this has previously been provided to the Share Registry.

## Important information relating to election to receive documents

Shareholders can elect to receive documents relating to their shareholding electronically or in paper copy. These documents include dividend statements, Plenti's annual report and notices of meeting (together with documents relating to shareholder meetings and resolutions to be considered). Shareholders can also elect not to receive an annual report. If you choose not to receive an annual report you can access it on our website at <https://www.plenti.com.au/shareholders/results/>.

Following the passing of the Corporations Amendment (Meetings and Documents) Act 2022 in February 2022, Plenti will now issue notices of annual and general meetings electronically where a Shareholder has provided a valid email address, unless the Shareholder has elected to receive a paper copy of these documents.

Shareholders can make their election via <https://investor.automic.com.au> or by contacting Automic (using the details below).

## Enquiries

Shareholders can contact the Share Registry, using the details below if they have any queries in respect of the matters set out in these documents.

### Automic contact information

Phone:	1300 288 664 (within Australia) +61 2 9698 5414 (International)
Email:	hello@automic.com.au
Website:	<a href="https://www.automicgroup.com.au">https://www.automicgroup.com.au</a>
Postal address:	Automic, GPO Box 5193, Sydney NSW 2001
Office address:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

# Glossary

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2025 Annual Report to Shareholders for the period ended 31 March 2025 as lodged by the Company with ASX on 21 May 2025.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Associate** has the meaning given to it by the ASX Listing Rules.

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

**ASX Listing Rules** means the official rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Grant Thornton Audit Pty Ltd dated 21 May 2025 as included in the Annual Financial Report.

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

**Chairman** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporation Regulations 2001 (Cth).

**Company** means Plenti Group Limited ACN 643 435 492.

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

**Corporations Act** means the Corporations Act 2001 (Cth), as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or **"\$"** means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**FY25** means the financial year ended 31 March 2025.

**KMP** means key management personnel (including the Directors) of the Company.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 18 July 2025 including the Explanatory Statement.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

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

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

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

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

**Share Registry** or **Automic** means Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respect to the price of Shares.

For personal use only



Your proxy voting instruction must be received by **1.00pm (AEST) on Sunday, 17 August 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIR OF THE MEETING

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

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

#### Lodging your Proxy Voting Form:

##### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

##### BY FACSIMILE:

+61 2 8583 3040

##### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



## STEP 1 - How to vote

### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Plenti Group Limited, to be held virtually at **1.00pm (AEST) on Tuesday, 19 August 2025** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

## AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 2 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**VIRTUAL PARTICIPATION AT THE MEETING:**

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

## STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Stephen Benton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Increase in the maximum aggregate annual remuneration of Non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

### STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<div></div>		
Email Address:		
<div></div>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<div></div>	<div></div>	

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).