

# TiP Group

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**Teaminvest Private Group Limited**

ACN 629 045 736

## **Notice of 2025 Annual General Meeting**

Explanatory notes

Proxy form

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**Time:** 9:00am (Sydney time)

**Date:** Friday, 14 November 2025

**Place:** Suite G01, 23 Ryde Road, Pymble NSW 2073

For personal use only

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## Details of the Meeting

The 2025 Annual General Meeting (**Meeting**) will be held at 9:00am (Sydney time) on Friday, 14 November 2025 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

## Important voting information

The business of the Meeting affects your shareholding and your vote is important. 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 (Sydney time) on Wednesday, 12 November 2025. You may either vote by proxy or by attending the meeting in person.

### Voting by proxy

To vote by proxy, either:

- complete and sign the enclosed proxy form and deliver the proxy form:
  - by post to:  
Teaminvest Private Group Limited  
C/- Computershare Investors Services Pty Ltd  
GPO Box 242, Melbourne VIC 3001; or
  - by facsimile to:  
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- visit <https://www.investorvote.com.au/Login>:
  - to login you will need your Control Number, Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of your proxy form) and postcode; and
  - select the Voting tab and then follow the prompts.

You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

If you wish to appoint a proxy to vote for you at the Meeting, your proxy form must be received not later than 48 hours before the commencement of the Meeting. Proxy forms received later than this time will be invalid.

There may be restrictions on how your proxy can vote on certain resolutions to be considered at the Meeting. Further details of when these restrictions apply, and what you can do to ensure that your proxy can vote as you intend, are set out in the section of this document headed Voting Exclusions.

The Chair intends to vote all proxies given to the Chair in favour of the resolution in Item 2.

## Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting of Shareholders of Teaminvest Private Group Limited ACN 629 045 736 will be held at 9:00am (Sydney time) on Friday, 14 November 2025 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

### Explanatory Notes

The explanatory notes to this notice of meeting provide additional information on matters to be considered at the Meeting. The explanatory notes form part of this notice. Some terms and abbreviations used in this notice of meeting and the explanatory notes are defined at the end of the explanatory notes in the section headed Glossary.

### Items of business

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#### 1. Financial report, directors' report and auditor's report

To receive and to consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2025.

Note: this item of business is for discussion only and is not a resolution. However, Shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

#### 2. Adoption of remuneration report

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

*"That, for the purposes of section 250R(2) of the Corporations Act, the Company's remuneration report for the year ended 30 June 2025 be adopted."*

A voting exclusion applies to this resolution – see Voting Exclusions below.

#### 3. Re-election of Ian Kadish as Non-executive Director

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

*"That Ian Kadish, a Non-executive Director who retires by rotation in accordance with rule 4.7(b) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Non-executive Director of the Company."*

#### 4. Change of Company name

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, for the purposes of section 157(1) and 136(2) of the Corporations Act and for all other purposes, the name of the Company be changed to "TIP Limited" and the Company's Constitution be modified by replacing all references to "Teaminvest Private Group Limited" with "TIP Limited", with effect from the date on which ASIC alters the details of the Company's registration."*

**Dated: 3 October 2025**

**By order of the Board**

**Anand Sundaraj**  
Company Secretary

## Voting exclusions

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### Item 2 – Adoption of remuneration report

In accordance with the Corporations Act, votes on Item 2 may not be cast in any capacity by or on behalf of a member of the Company's key management personnel (**KMP**) whose remuneration details are included in the remuneration report for the year ended 30 June 2025 or any of that person's Closely Related Parties (as defined in the Glossary) unless:

- the vote is cast by such a person as a proxy for a person who is entitled to vote on Item 2 and in accordance with a direction on the proxy form specifying the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair as a proxy for a person who is entitled to vote on Item 2 and the proxy form expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chair to exercise the proxy even though the resolution is connected with the remuneration of members of the KMP.

## Explanatory notes

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These explanatory notes have been prepared for Shareholders in connection with the business to be conducted at the Annual General Meeting (**Meeting**) to be held at 9:00am (Sydney time) on Friday, 14 November 2025 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

These notes provide information which the Directors believe to be material to Shareholders in deciding how to vote on the resolutions to be put to the Meeting.

If you are in any doubt about what to do in relation to this document or about how to vote on the resolutions to be put to the Meeting, you should seek advice from an accountant, solicitor or other professional advisor.

### 1 Item 1 – Financial report, directors’ report and auditor’s report

As required by 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 30 June 2025 together with the director’s report, the remuneration report and the auditor’s report. These reports are all included in the Company’s Annual Report, which was lodged with the ASX on 19 August 2025.

The Company is no longer required to send a copy of the Annual Report to Shareholders unless Shareholders specifically elect to receive a copy. A copy of the Company’s Annual Report is available from the Company’s website at <https://www.tipgroup.com.au/investor-centre>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports. In addition, the Company’s auditor, Ryan Pollett of BDO Audit Pty Ltd, will be present at the Meeting and Shareholders will have an opportunity to ask questions of the auditor in relation to the conduct of the audit and the content of the financial report and auditor’s report.

### 2 Item 2 – Adoption of remuneration report

Section 250R of the Corporations Act requires a listed company to put a resolution to Shareholders to adopt its remuneration report for the relevant financial year. The Company’s remuneration report for the financial year ended 30 June 2025 can be found at pages 12 to 17 of the Company’s Annual Report.

The remuneration report explains the Board’s policies in relation to the nature and level of remuneration paid to the Company’s KMP (including the Company’s chief executive officer (CEO) and other senior executives, as well as the Company’s non-executive directors (**Non-executive Directors**)).

The vote on the remuneration report is advisory only and does not bind the Directors or the Company. However, under the Corporations Act:

- if at least 25% of the votes cast at any AGM on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, the Company’s next remuneration report must explain the Board’s proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year, at least 25% of the votes cast on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, a resolution must be put to the Shareholders that another meeting be held within 90 days at which all the Directors who were directors when the resolution to approve the Directors’ report for that year was passed, excluding any managing director, would need to stand for re-election.

#### Board recommendation

The Board recommends that Shareholders vote **in favour** of this Item.

### 3 Item 3 – Re-election of Ian Kadish as Non-executive Director

Ian Kadish was last elected as a Non-executive Director of the Company on 25 November 2022. Mr Kadish will retire and stand for re-election at this AGM pursuant to rule 4.7(b) of the Company's Constitution.

Ian Kadish is currently the CEO and managing director of ASX-listed Integral Diagnostics Limited. Mr Kadish brings a wealth of experience to the Board having worked as a chief executive officer and/or a managing director for various public national and multi-national companies. His previous appointments include:

- (a) ASX-listed Pulse Health Group (CEO and managing director);
- (b) Healthcare Australia Limited (managing director); and
- (c) JSE-listed Network Healthcare Holdings Limited (executive director).

In addition to his public company experience, Mr Kadish has served as a senior executive and board member of various large private businesses owned and operated by private equity and listed equity, including as CEO of Lavery Pathology, Chief Operating Officer of Greencross Vets Limited, and co-founder and non-executive director of Digital Healthcare Solutions.

Mr Kadish holds a Master of Business Administration from the Wharton Business School at the University of Pennsylvania, United States of America, and a Bachelor of Medicine and Surgery from the University of Witwatersrand, South Africa. In addition to his executive career in the United States, South Africa and Australia, Mr Kadish has also worked as a consultant for McKinsey & Co and as an adviser to boards on executing and integrating mergers and acquisitions.

#### **Board recommendation**

The Board (except Ian Kadish) recommends that Shareholders vote **in favour** of this Item.

### 4 Item 4 – Change of Company name

#### **General**

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Section 136(2) of the Corporations Act provides that a company may modify its constitution, or a provision of its constitution, by special resolution.

Item 4 seeks approval for the Company to change its name from "Teaminvest Private Group Limited" to "TIP Limited" and make minor modifications to the Company's Constitution by replacing all references from "Teaminvest Private Group Limited" with "TIP Limited".

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

The proposed name has been reserved by the Company and if this resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. The change of name of the Company will take effect when ASIC alters the details of the Company's registration.

The Company will announce on ASX when the change of name takes effect.

#### ***Reason for proposed change***

The Board considers that the proposed new name better reflects the Group's branding and will facilitate improved understanding by the market of the Company's business and its brand.

#### **Board recommendation**

The Board recommends that shareholders vote **in favour** of this Item

## Enquiries

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Shareholders are asked to contact Mr Anand Sundaraj, Company Secretary, on (+61 2) 8880 5130 if they have any queries in respect of the matters set out in these documents.

## Glossary

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**Annual General Meeting** or **AGM** or **Meeting** means an annual general meeting of the Company and, unless otherwise indicated, means the annual general meeting convened by this notice of meeting at 9:00 am (Sydney time) on Friday, 14 November 2025 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

**Annual Report** means the 2025 Annual Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 19 August 2025.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney NSW 2000.

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

**Chair** means the person chairing the Meeting.

**CEO** means the chief executive officer.

**Company** means Teaminvest Private Group Limited ACN 629 045 736.

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

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

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

**HIN** means Holder Identification Number.

**KMP** means key management personnel of the Company.

**Non-executive Director** means a non-executive Director of the Company and, as at the date of this notice of Meeting, is Malcolm Jones, Howard Coleman, Regan Passlow and Ian Kadish.

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

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

**SRN** means Securityholder Reference Number.



# TiP Group

ABN 74 629 045 736

## Need assistance?



### Phone:

1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)



### Online:

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

TIP

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Wednesday, 12 November 2025**.

## Proxy Form

### How to Vote on Items of Business

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

#### APPOINTMENT OF PROXY

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

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

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

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

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

#### PARTICIPATING IN THE MEETING

##### Corporate Representative

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

### Lodge your Proxy Form:

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#### Online:

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

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

#### By Mail:

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

#### By Fax:

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



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

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

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

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



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1

## Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Teaminvest Private Group Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Teaminvest Private Group Limited to be held at Suite G01, 23 Ryde Road, Pymble NSW 2073 on Friday, 14 November 2025 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

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

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

## Step 2

## Items of Business

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

	For	Against	Abstain
Item 2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Ian Kadish as Non-executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## Step 3

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /  
Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

TIP

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Computershare



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