ASX ANNOUNCEMENT

9 October 2026

City Chic Collective 2026 Annual General Meeting

Please find attached the following documents in connection with the 2026 Annual General Meeting for City Chic Collective Limited ("CCX"):

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

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

About City Chic Collective

City Chic Collective is a global omni-channel retailer specialising in better dressing plus-size women's apparel, footwear and accessories. Its omni-channel model comprises a network of 72 stores across Australia and New Zealand (ANZ) and websites operating in ANZ, the USA, and third-party marketplace and wholesale partners in Australia, New Zealand and the USA.

Investor and Media Enquiries
Matthew Gregorowski +61 422 534 755
Saskia West +61 452 120 192
Sodali & Co

For personal use only

For personal use only

city chic collective limited

2026 Annual General Meeting

9 October 2026

Dear Shareholder,

I am pleased to invite Shareholders to attend the City Chic Collective Limited (**City Chic**) 2026 AGM on **Thursday, 12 November 2026 at 2:00 pm (Sydney time)** at The Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney NSW 2000.

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

Details of our 2026 AGM

Date:	**Thursday 12 November 2026**
Time:	**2.00 pm AEDT**
Location:	**The Museum of Sydney Corner of Phillip and Bridge Streets, Sydney NSW 2000**

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum for the AGM is available online at https://www.citychiccollective.com.au/investors and also via the ASX. The Notice of Meeting explains in detail the items of business you will be asked to consider at the AGM, how to attend and how to participate in the AGM, including how to submit questions in advance of the meeting and how to vote by appointing a proxy. You are encouraged to carefully read the Notice of Meeting and its Explanatory Memorandum before deciding how to vote on the resolutions.

Proxies will only be valid and accepted by the Company if they are lodged no later than **2:00 pm (Sydney time) on Tuesday, 10 November 2026**. If you require assistance, please contact City Chic Collective Limited's share registry MUFG Corporate Markets (AU) Limited on (+61) 1300 554 474 or e-mail support@cm.mpms.mufg.com

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

To review your communication preference, or to sign up to receive your shareholder communications via email, please update your details at the share registry Investor Centre at **https://au.investorcentre.mpms.mufg.com**

Webcast

If you are unable to attend the AGM, you can watch the AGM via a webcast at **https://meetings.openbriefing.com/CCX26.** Please note that you will not be able to vote or ask questions via the webcast. Questions must be lodged online in advance of the meeting. The details of how to do this are set out in the Notice of Meeting. On the day of the meeting questions may only be asked by registered shareholders attending in person at the meeting.

We look forward to you joining us at the 2026 AGM and thank you for your ongoing support.

Yours sincerely,

Michael Kay
Chairman
City Chic Collective Limited

For personal use only

CITY CHIC COLLECTIVE LIMITED

ACN 057 569 169

NOTICE OF 2026 ANNUAL GENERAL MEETING

Please read the Notice and Explanatory Memorandum carefully.

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

For personal use only

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of City Chic Collective Limited ACN 057 569 169 (the **Company**) will be held at The Museum of Sydney, Corner Philip and Bridge Streets, Sydney, NSW 2000, on **Thursday 12 November 2026 at 2pm** (Sydney time) (**Annual General Meeting** or **Meeting**).

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

Agenda Items

Ordinary Business

1 Item 1: Annual Report

To receive the Annual Report of the Company including the financial statements and the reports of the directors and auditors for the financial year ended 28 June 2026.

There is no requirement for Shareholders to approve these reports.

2 Item 2: Resolution 1: Adoption of the Remuneration Report

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

"That the Remuneration Report for the financial year ended 28 June 2026 (as set out in the Directors' Report) be adopted."

Please refer to the voting exclusion statement in the Notice. This resolution is advisory only and does not bind the Company or the Directors.

3 Item 3: Resolution 2: Re-election of Director – Mr Neil Thompson

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

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

Information about Mr. Thompson is included in the Notice.

4 Item 4: Resolution 3: Election of Director – Mr Eric Morris

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

"That Mr Eric Morris, having been appointed as an additional Director of the Company since the last Annual General Meeting under clause 23.6 of the Company's Constitution, and being eligible for election, be elected as a Director of the Company."

Information about Mr. Morris is included in the Notice.

5 Item 5: Resolution 4: Grant of FY27 Performance Rights under the Company's Equity Incentive Plan to the CEO and Managing Director, Mr Phil Ryan

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

"That, for the purposes of section 200B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant by the Company to Mr Phil Ryan of

FY27 Performance Rights under the Equity Incentive Plan as outlined in the Explanatory Memorandum accompanying this Notice of Meeting."

Please refer to the voting exclusion statement in the Notice.

6 Item 6: Resolution 5: Holding a Spill Meeting

Item 6 will only be considered at the Annual General Meeting if it is unclear whether less than 25% of the votes cast on Item 2 are against the adoption of the Remuneration Report. The Explanatory Statement further explains the circumstances in which Item 6 will be put to the meeting.

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

"That, subject to and conditional on at least 25% of the votes cast on Item 2 being against the adoption of the Company's Remuneration Report for the financial year ended 28 June 2026, and as required by the Corporations Act:

a) a meeting of the Company's members be held within 90 days of the date of the 2026 Annual General Meeting (Spill Meeting);
b) all of the Directors who were Directors when the resolution to approve the Directors' Report for the year ended 28 June 2026 was passed (excluding the Managing Director) cease to hold office immediately before the end of the Spill Meeting; and
c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."

- end of page -

For personal use only

For personal use only

Explanatory Memorandum

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

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

Entitlement to vote

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, the shareholding of each Shareholder will be taken to be as it appears in the Company's share register at 7pm (Sydney time) on Tuesday 10 November 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

All Resolutions by Poll

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

Proxies

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

Who can be a proxy

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

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

If a representative of the corporation is to attend the Meeting, the Shareholder must complete the appropriate certificate of appointment of corporate representative and send the form to proxies.au@cm.apac.mpms.mufg.com prior to the Meeting. A form of the certificate may be obtained from the Company's Share Registry or online at https://au.investorcentre.mpms.mufg.com

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

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

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

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

Voting

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

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

Chair as proxy

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

For personal use only

If a Shareholder appoints the Chair as the Shareholder's proxy (or if the Chair becomes proxy by default) and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll, including Items 2 and 5 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel or a Closely Related Party, which include the Chair.

Proxy Forms

If additional Proxy Forms are required, please contact the Company's Share Registry on 1300 554 474, which will supply it on request. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, MUFG Corporate Markets (AU) Limited, no later than **Tuesday 10 November 2026** at **2.00pm (Sydney time)** (that is, at least 48 hours before the Meeting). Proxies received after this time will not be accepted.

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

(a) posting it in the reply-paid envelope provided:
(b) posting it to City Chic Collective c/–, Locked Bag A14, Sydney South NSW 1235;
(c) hand delivering it to MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;
(d) faxing it to MUFG Corporate Markets (AU) Limited on +61 2 9287 0309; or

lodging it online at https://au.investorcentre.mpms.mufg.com in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your proxy form online.

AGM Webcast and Shareholder Questions

Shareholder Questions

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

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

Submitting questions before the meeting:

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

Webcast

A webcast of the Meeting will be available for Shareholders that are unable to attend the Meeting. To view the webcast, please log into the webcast at https://meetings.openbriefing.com/CCX26

Voting Exclusions

Item	Voting Exclusion
Item 2 and Item 6 – Adoption of Remuneration Report and Spill Resolution	A vote on Item 2 and Item 6 must not be cast (in any capacity) by or on behalf of any of the following persons: • a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

For personal use only

	• a Closely Related Party of such member, (collectively, an **Excluded Voter**). However, an Excluded Voter may cast a vote on Item 2 and/or Item 6 if: • the Excluded Voter does so as a proxy appointed by writing and the proxy appointment specifies how the proxy is to vote on Item 2; and • the vote is not cast on behalf on another Excluded Voter. An Excluded Voter may also cast a vote on Item 2 and Item 6 if the Excluded Voter is the Chair of the Meeting and the appointment of the Chair as proxy: • does not specify how the Chair is to vote; and • expressly authorises the Chair to exercise the proxy vote even though Item 2 and Item 6 is connected with the remuneration of a member of the Key Management Personnel.

Item 5 - Issue of FY 27 Performance Rights under the Equity Incentive Plan to the CEO and Managing Director, Mr Phil Ryan	The Company will disregard any votes cast in favour of this Item by or on behalf of:
	
	• a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan in respect of which Item 5 relates (including any Director who is eligible to participate in the Equity Incentive Plan in respect of which Item 5 relates); or
	
	• any of their respective associates.
	
	However, the Company need not disregard a vote in favour of Item 5 if:
	
	• it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney; or it is cast by the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chairperson to vote as the Chairperson decides.
	
	• it is cast 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:
	
	  ○ 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 Item 5; and
	
	  ○ the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board

Dated 9 October 2026

Jacquie Shanahan
Company Secretary

For personal use only

Explanatory Memorandum to Shareholders

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

Ordinary business

1. Item 1: Annual Report

Section 317 of the Corporations Act requires:

- the reports of the directors and auditors; and
- the financial statements of the Company for the 52 week period ended 28 June 2026,

to be laid before the Annual General Meeting.

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

Asking questions

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

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

In addition to asking question at the Meeting, Shareholders may address written question to the Chair about the reports or financial statements prior to the Meeting. Shareholders should note that in accordance with section 250PA(1) of the Corporations Act, a Shareholder must submit written questions to the Company's auditor no later than the fifth business day prior to the date of the Meeting, being **Thursday 5 November 2026**.

2. Item 2: Resolution 1: Adoption of the Remuneration Report

The Directors' Report for the 52 weeks ended 28 June 2026 includes a Remuneration Report. The Remuneration Report is set out on pages 35 to 45 of the 2026 Annual Report.

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

(a) board policies in relation to the nature and amount of remuneration paid to Directors and executives;

(b) the relationship between the board policies and the Company's performance; and

(c) the remuneration arrangements in place for the directors and key executives of the Company.

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

Item 2 is advisory only

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

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

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

For personal use only

Spill Resolution

At the 2025 AGM, the Company received a vote of 64.12% in favour of the adoption of the FY25 Remuneration Report and 32.88% against. Because the votes "against" exceeded 25% of the votes cast, the Company recorded what is known as a "first strike" under the executive remuneration provisions of the Corporations Act 2001. In response to the first strike, Directors sought feedback from major shareholders to understand key concerns. Shareholders generally indicated that their concerns were largely unrelated to remuneration but reflected broader frustrations with the Company's performance.

To address these concerns the Company has undertaken several key initiatives in FY26 and into FY27 that it believes will address these concerns.

These key strategic initiatives include:

- **Customer**: Continuing to amplify the focus on the City Chic customer, strengthening emotional connections with the brand through targeted marketing investment and improved customer engagement. These initiatives have contributed to increased average selling prices, improved customer retention and stronger profitability.
- **Product:** Revitalising and evolving the product assortment, with a particular focus on fit, quality and value. This has enhanced the customer proposition and supported an improvement in gross margin and reduced returns rates.
- **Simplification:** Simplifying the business and driving operational efficiencies across the Company. These actions have resulted in a material reduction in the cost of doing business and improved the overall efficiency of the operating model.

These initiatives have led to another year of meaningful progress. While there is still work to do, the business is in a stronger position than it has been for some time, with improved profitability, a stable balance sheet and positive operating momentum heading into FY27.

In addition, as outlined in the Remuneration Report, in FY26 the Board and Management agreed to a buyback of all loan funded shares issued under the Loan Funded Share Plan and the cancellation of the FY24 Performance Rights issued under the Company's Long Term Incentive Plan. The buyback and cancellation of these securities occurred for nil consideration to participants, resulting in no value being received by participants.

Another important aspect of the shareholder feedback related to the performance measures attached to the Company's long-term incentive arrangements. Some shareholders expressed the view that an EBITDA-based measure was not the optimal metric for assessing long-term value creation. The Board has responded to this feedback by moving to an EBIT-based performance measure. The Board believes EBIT provides a stronger alignment between incentive outcomes and the underlying profitability of the business, while also reflecting the ongoing investment required to support sustainable growth.

The Board has listened to shareholder feedback and has sought to address both the concerns raised and to strengthen the alignment between senior executive incentives and shareholder interests.

If (and only if) the votes against the 2026 Remuneration Report represent at least 25% of the votes cast, the Company will receive a "second strike". Under the Corporations Act, if the Company receives a second strike, a resolution must be put to shareholders, allowing shareholders, if they so choose, to pass a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director who under the ASX Listing Rules may continue to hold office indefinitely without being re-elected and if elected Mr Morris as he was not a director when the 2026 Remuneration Report was approved) will cease to hold office but be eligible for election (Spill Resolution). Item 6 sets out the Spill Resolution. If the resolution in Item 6 is passed, then it will be necessary for the Board to convene a further general meeting (Spill Meeting) of the Company within 90 days of the AGM (see Item 6 of the Explanatory Statement for more details).

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

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

Directors Recommendation

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

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

3. Item 3: Resolution 2: Re-election of Director, Mr Neil Thompson

Regulatory and Constitutional requirements

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

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

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

Retirement by rotation and re-election of Mr Neil Thompson

Neil Thompson retires in accordance with clause 23.10(b) of the Constitution and offers himself for re-election.

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

Experience and Skills

Mr. Thompson has over thirty years of financial, operational and strategic experience from a broad range of roles and industries with global reach, including freight and logistics, industrial products and software sectors.

On 21 July 2026, Mr Thompson was appointed Acting Chief Financial Officer of Beamtree Holdings Limited (ASX:BMT) a global AI health technology company. In February 2026, Mr Thompson also re-joined Potentia Capital as a Finance Operating Partner. Mr Thompson had previously held this role up to January 2024 before taking up the role of Chief Financial Officer at Education Horizons, a leading provider of education software, to facilitate the sale of that business. This sale was successfully completed in June 2025. Mr Thompson was previously the Chief Financial Officer of Ascender HCM (a payroll software and services company). He is a director of the Australian World Orchestra.

Directors' Recommendation

The Board (with Mr Neil Thompson abstaining) recommends voting in favour of Resolution 2 for the re-election of Mr Neil Thompson to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 2.

4. Item 4: Resolution 3: Election of Director, Mr Eric Morris

Regulatory and Constitutional requirements

ASX Listing Rule 14.4 and clause 23.6 of the Constitution provide that if in any year there is a Director (not including the Managing Director) appointed as an addition to the existing Directors since the last annual general meeting, that Director may only hold office until the next annual general meeting without submitting for election or re-election.

Any Director who is appointed in accordance with clause 23.6 of the Constitution is eligible for election.

Election of Eric Morris

Eric Morris was appointed as an independent, non-executive director to the Board on 7 September 2026 in accordance with clause 23.6 of the Constitution and offers himself for election. Mr Morris is a member of the Audit and Risk Committee and the People, Culture and Remuneration Committee.

For personal use only

For personal use only

Experience and Skills

Mr. Morris has more than 35 years of experience across retail, consumer goods and digitally enabled businesses. He is currently Chairman of eStar Online (NZ) and Litecard and is also an Advisory Board Member of Belgravia Apparel Group and Warwick Fabrics. Prior to these appointments, Mr. Morris served as Chairman of Cue Clothing and as an Advisory Board Member of Brand Collective.

Mr. Morris is the founder and former Chief Executive Officer and Managing Director of The PAS Group (ASX: PGR), which he established in 2005 and grew through 14 acquisitions before leading the company's ASX listing in 2014. Following the merger of The PAS Group and Brand Collective in 2022, he was appointed Chief Executive Officer and Managing Director of the combined group, one of Australia's largest apparel and footwear businesses, with 26 brands, more than 350 retail stores and a substantial online and wholesale presence.

Throughout his career, Mr. Morris has developed extensive expertise in retail operations, brand management, digital transformation, customer strategy, mergers and acquisitions and corporate governance. He also has significant international experience across Asia Pacific, Africa and Australia, having held senior leadership roles with Reebok International, Walt Disney International and Myer.

Directors' Recommendation

The Board (with Mr Eric Morris abstaining) recommends voting in favour of Resolution 3 for the election of Mr Eric Morris to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 3.

5. Item 5: Resolution 4: Grant of FY27 Performance Rights under the Equity Incentive Plan to the CEO and Managing Director, Mr Phil Ryan

Background

Item 5 seeks Shareholder approval to grant to Mr Phil Ryan, the Company's CEO and Managing Director and therefore a related party of the Company, FY27 Performance Rights under the Company's Equity Incentive Plan (also referred to in this Notice as the Plan, the Long-Term Incentive Plan or LTIP).

Executive remuneration framework and CEO variable remuneration

As outlined in the Remuneration Report, the principles used to determine the nature and amount of remuneration for executives are as follows:

PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION

PRINCIPLE 1

The objectives of the Group's executive remuneration framework are as follows:

- competitiveness and sustainability;
- acceptability to the Group's strategic and business objectives and the creation of shareholder value;
- performance linkage/ alignment of executive compensation;
- transparency and acceptability to shareholders.

PRINCIPLE 2

The reward framework is designed to align executive reward to the Company's interests. The Board have considered that it should seek to enhance the Company's interests by:

- including economic profit as a core component of plan design; and
- attracting and retaining high calibre executives.

PRINCIPLE 3

Alignment to program participants' interests:

- rewards capability and experience
- reflects competitive reward for profitable growth; and
- provides a clear structure for earning rewards.

For personal use only

As part of his remuneration, Mr Phil Ryan is eligible to receive both short-term and long-term incentives, in addition to his fixed remuneration. Details of Mr Ryan's remuneration for FY26 are included in the Remuneration Report.

Long Term Incentives

In recent years, the Company has utilised a range of equity incentive plans to deliver the long term, variable component of remuneration to senior executives – namely the Company's Equity Incentive Plan or LTIP and loan funded share plan **(LFSP**).

As outlined in the Remuneration Report, in FY26, the Board and Management agreed that all securities issued to Mr Ryan under the LTIP and LFSP prior to FY26 were either bought back or cancelled by 3 November 2025 for no consideration.

At the 2025 Annual General Meeting, shareholders approved the grant of FY26 Performance Rights under the LTIP to Mr Ryan, subject to an EBITDA performance condition measured over a three-year performance period. Consistent with the approved terms, the number of FY26 Performance Rights granted to Mr Ryan was determined by applying 50% of Mr Ryan's fixed annual remuneration and dividing that amount by the Company's share price, calculated using the five-day volume weighted average price (VWAP) of the Company's ordinary shares over the five trading days immediately preceding the 2025 Annual General Meeting **(Quantum Methodology**). Applying the Quantum Methodology resulted in the grant of 4,362,618 FY26 Performance Rights to Mr Ryan.

Whilst the Board continues to believe that EBITDA Margin is an appropriate measure of operational performance and has served as an effective incentive to encourage a focus on profitability and value creation, the Board has carefully considered shareholder feedback regarding the vesting conditions attached to long-term incentives.

In response to this feedback, and as set out in Item 2, the Board is proposing to replace the EBITDA-based performance hurdle with an EBIT-based performance hurdle for the FY27 Performance Rights. The Board believes EBIT provides a broader measure of business performance by taking into account depreciation and amortisation associated with the Company's asset base and investments. As a result, EBIT is more closely aligned to the sustainable earnings generated by the business and the long-term value delivered to shareholders. Details of the performance conditions and hurdles are set out in the tables below.

In addition, the Board has also considered the methodology for determining the number of FY27 Performance Rights to be granted in light of the Company's current share price and applying the historical Quantum Methodology. In the Boards view, a mechanical application of this methodology could result in the number of FY27 Performance Rights if vesting at 100% leading to a level of potential dilution that the Board does not consider appropriate.

Accordingly, the Board has determined that:

- the total number of FY27 Performance Rights to be issued to all eligible participants under the Plan or LTIP in FY27 is to be capped at a number equal to 3% of the total number of ordinary shares on issue in the Company on 28 June 2026: and
- the number of FY27 Performance Rights proposed to be issued to Mr Ryan will be an entitlement representing his allocation of this capped amount proportional to all other participants.

In making this determination the Board considered both the predictive value of the rights at the proposed time of grant and the potential value that may be realised by participants if the performance conditions are achieved over the three-year performance period.

In summary, the FY27 Performance Rights proposed to be issued under the LTIP will be subject to an EBIT performance condition measured over a three-year performance period and the total number of FY27 Performance Rights to be granted to all participants will be capped at an amount equal to 3% of the total number of ordinary shares on issue in the Company on 28 June 2026.

Short Term Incentives

As part of Mr Ryan's remuneration in each of FY22, FY23, FY25 and FY26 Mr Ryan has been eligible for a short-term cash incentive subject to performance hurdles. As a result of performance and other relevant

hurdles not being met, no short-term incentive was paid to Mr Ryan in relation to any of FY22, FY23, FY25 and FY26.

In FY24 Mr Ryan agreed to forego his cash based short term incentive and receive his full entitlement to variable pay as deferred equity FY24 Performance Rights which were approved by shareholders at the 2023 AGM. As outlined above the FY24 Performance Rights approved and granted to Mr Ryan were cancelled for no consideration in FY26.

In addition, effective from the date of the 2023 AGM, Mr Ryan elected to accept a reduction in his total fixed remuneration from $1,000,000 (including superannuation) to $840,000 (including superannuation). This reduction in total fixed remuneration remains in place for FY27.

Reasons for Grant of FY27 Performance Rights to Mr Phil Ryan

In the context of the above commentary on historic long- and short-term incentives, the Board believes it is in the best interests of the Company and Shareholders to approve the grant to Mr Ryan FY27 Performance Rights under the Equity Incentive Plan, with an EBIT performance condition measured over a three-year period (**Vesting Conditions**).

The Board believes that the grant of FY27 Performance Rights to Mr Ryan is in the best interests of the Company and Shareholders.

If approved, the proposed FY27 Performance Rights form a significant component of Mr Ryan's at-risk remuneration and are designed to align his interests with those of shareholders over the longer term. Vesting is subject to the achievement of challenging EBIT-based performance hurdles measured over a three-year period, ensuring that value is only realised if sustained improvements in the Company's financial performance are delivered.

The Board considers equity-based incentives to be an important mechanism for retaining and motivating key executives during a critical period in the Company's ongoing turnaround and growth strategy. The three-year performance period encourages decisions that support the long-term success of the business rather than short-term outcomes.

Importantly, if the Vesting Conditions are not achieved, the Performance Rights will lapse and no value will be received by Mr Ryan. Conversely, if the Vesting Conditions are achieved, shareholders will have benefited from improved profitability and the creation of sustainable long-term value. The Board therefore believes the proposed grant provides an appropriate alignment between executive reward and shareholder outcomes.

The purpose of Item 5 is to seek Shareholder approval of the ‘deferred equity’ grant of FY27 Performance Rights to Mr Ryan as part of his variable remuneration for FY27.

Details of the Equity Incentive Plan

The Equity Incentive Plan provides for the Board to grant, from time to time, performance rights and/or options to selected executives of a Group Company.

A summary of the key terms of the Equity Incentive Plan are set out below, and these terms apply to the FY27 Performance Rights.

Eligibility and securities to be issued	The Board may (in its discretion) from time to time invite Eligible Individuals (as defined below) to participate in the Plan and be issued performance rights and/or options upon the terms set out in the Plan and upon such additional terms and conditions, including any vesting conditions, as the Board determines.
Eligible Individuals	An Eligible Individual means a person who is declared by the Board to be eligible to receive grants of performance rights and/or options under the Plan. In this Notice, an Eligible Individual that is issued performance rights and/or options under the Plan is referred to as a “participant”.
Issue price	Unless the Board determines otherwise, no payment is required for the grant of a performance right or option.

For personal use only

For personal use only

Dividends	Any shares issued under the Plan upon exercise of a vested performance right or exercise of an option will rank equally in all respects with other ordinary shares for the time being on issue except as regards any rights attaching to such shares by reference to a record date prior to the date of their allotment. Unvested and unexercised performance rights and unexercised options are not eligible to receive dividends declared in relation to ordinary shares.
Vesting, lapsing and allocation of shares	The Board may determine that performance rights and/or options offered will be subject to such vesting conditions as it determines. Vesting conditions may include performance-based conditions and/or service-based conditions. Performance rights and/or options will not vest unless: • the vesting conditions attaching to the performance rights and/or options have been satisfied or waived by the Board; • the Board otherwise determines in accordance with the terms of the Plan (which includes in the event of a takeover, scheme of arrangement or winding-up of the Company as summarised below). If the vesting conditions are not met, the unvested performance rights and/or options will lapse. Upon the exercise of a vested performance right or exercise of an option, the Company must issue to or procure the transfer to the participant the number of shares in respect of which performance rights have vested or options have been exercised.
Lapsing of performance rights and/or options	Performance rights and/or options will lapse, in whole or part, as determined by the Board on the earlier of: • any date nominated and specified by the Board • failure to meet applicable vesting conditions in the prescribed period • the participant ceasing to be a Company employee, unless otherwise determined by the Board • the 10-year anniversary of the date of grant of a performance right or option • where, in the opinion of the Board, the participant has acted fraudulently, dishonestly or in breach of their obligations to the Company • otherwise, at a specified time and for any reason, determined in the Board's absolute discretion.
Takeovers and Changes of Control	If the Company becomes subject to a takeover bid (as defined in the Corporations Act) the Board may, in its absolute discretion, determine that all or a specified number of a participant's performance rights or options vest, having regard to whether pro rata performance is in line with the applicable performance conditions and service conditions over the period from the date of grant to the date of the takeover bid. The Board may, in its absolute discretion, determine that all or a specified number of a participant's performance rights or options vest where the Board is satisfied that the applicable performance conditions and service conditions have been satisfied on a pro rata basis over the period from the date of grant to the relevant date where: a) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; b) any person becomes bound or entitled to acquire shares in the Company under: i. section 414 of the Corporations Act (upon a scheme of arrangement being approved); or ii. Chapter 6A of the Corporations Act (compulsory acquisition following a takeover bid);

	c) the Company passes a resolution for voluntary winding up; or d) an order is made for the compulsory winding up of the Company.
Changes in capital structure	If: a) shares are issued pro rata to the Company's shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation of reserves or distributable profits; or b) any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company is effected; the number of performance rights or options to which each participant is entitled, or any amount payable on vesting of a performance right or exercise of an option, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the participant as a result of such corporate actions. If Shares are offered pro rata for subscription by the Company's shareholders generally by way of a rights issue during the currency of and prior to: (1) the exercise of performance rights; or (2) the exercise of any options, the Board may, in its discretion, adjust the number of performance rights, options or shares to take account of the rights issue.
Other	The Board may at any time and from time to time amend or vary the Plan and all or any rights or obligations of the participants or any of them. However, no amendments can be made to materially reduce a participant's accrued benefits or entitlements as they existed before the date of the amendment without the consent of the participant (except for the purpose of complying with laws (including tax laws) or regulating the maintenance or operation of the Plan, to correct any manifest error or mistake or to enable the Plan or the Company to comply with the Corporations Act, the Listing Rules or its Constitution).

ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires Shareholder approval by ordinary resolution before a director can acquire securities or rights to securities under an employee incentive scheme. Accordingly, ASX Listing Rule 10.14 requires Shareholders to approve the proposed issue of FY27 Performance Rights to Mr Ryan as Mr Ryan falls within Listing Rule 10.14.1 by virtue of being a director.

If approval is given for the issue of FY27 Performance Rights under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1, and separate approval is not required under ASX Listing Rule 10.11 (which provides a general restriction against issuing securities to directors without Shareholder approval).

If Shareholders do not approve the grant of FY27 Performance Rights, Mr Ryan will not be entitled to any alternative grant of securities regarding his variable long-term incentives for FY27.

For personal use only

For personal use only

Additional Information required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to Shareholders in relation to Item 5:

Information	Disclosure
Details of Mr Ryan's current total remuneration package	Mr Ryan agreed to a reduction in his fixed salary effective from the 2023 AGM and this reduction continues in FY27. Mr Ryan's remuneration for FY27 consists of: • total fixed salary of $810,000 (exclusive of superannuation) (reduced from $972,500 (exclusive of superannuation in FY23); • superannuation; • variable short term cash incentive equal to up to 50% of total fixed remuneration based on Board agreed KPI's: and • subject to Shareholder approval, variable long term incentive opportunity for 4,023,000 FY27 Performance Rights which will, subject to Vesting Conditions being met, entitle Mr Ryan to up to 4,023,000 fully paid ordinary shares in the Company.
Determination of the maximum number of securities that may be acquired by all persons for whom approval is required	The number of FY27 Performance Rights to be granted to Mr Ryan will be 4,023,000. The total number of FY27 Performance Rights to be issued to all eligible participants under the Plan or LTIP in FY27 is to be capped at a number equal to 3% of the total number of ordinary shares on issue in the Company on 28 June 2026. The number proposed to be issued to Mr Ryan if approved by shareholders represents his allocation of this capped amount proportional to all other participants.
Vesting Conditions	Under the Equity Incentive Plan, FY27 Performance Rights granted only vest subject to the achievement (or waiver in certain circumstances) of specific Vesting Conditions. The Vesting Conditions set by the Board for the proposed issue of FY27 Performance Rights to Mr Ryan include both a performance-based vesting condition (**Performance Condition**) and a time-based vesting condition (**Service Condition**). In order for any FY27 Performance Rights to vest, both the Performance Condition and the Service Condition must be met. This means that no Performance Rights can vest until after the end of the Service Condition, being 4 July 2029 (subject to the Plan and unless otherwise waived by the Board), as assessed by the Board in its absolute discretion.

For personal use only

<table>
<tr><td>FY27 Performance Right Performance Condition</td><td>Performance Condition
The sole Performance Condition requires the Company to achieve at least the threshold Earnings before Interest and Tax (EBIT) on the expiration of the three-year performance period commencing 29 June 2026 and ending on 4 July 2029.
<table>
<tr><th>Weighting</th><th>EBIT</th><th>Percentage of FY27 Performance Rights that will satisfy the Performance Condition</th></tr>
<tr><td rowspan="3">100%</td><td>$8.8 million (threshold)</td><td>50%</td></tr>
<tr><td>Between threshold and stretch</td><td>Straight line pro rata basis between threshold and stretch.</td></tr>
<tr><td>$14.5 million (stretch)</td><td>100%</td></tr>
</table></td></tr>
<tr><td>FY27 Performance Right Service Condition</td><td>In order for any FY27 Performance Rights to vest, the Service Condition requires Mr Ryan to remain an employee or executive Director of the Company up to and including 4 July 2029. The intention of the Service Condition is primarily two-fold; it seeks to retain an executive of Mr Ryan’s capability and experience, and simultaneously seeks to drive the continued focus of Mr Ryan on growing the Company sustainably over the longer term.</td></tr>
<tr><td>The price for each security to be acquired under the Equity Incentive Plan</td><td>As the FY27 Performance Rights are part of Mr Ryan's remuneration, no amount is payable on the grant of FY27 Performance Rights or on allocation of ordinary shares if FY27 Performance Rights vest and are exercised.</td></tr>
<tr><td>Value attributed to the FY27 Performance Rights</td><td>The value to be attributed to the FY27 Performance Rights, will be the 5-day VWAP of fully paid ordinary shares over the 5 trading days immediately following the 2026 Company Annual General Meeting. In relation to the proposed grant of FY27 Performance Rights to Mr Ryan the predictive value based on the grant of 4,023,000 FY27 Performance Rights is as follows:
<table>
<tr><th>5-day VWAP predictive bands</th><th>Predictive Entitlements</th></tr>
<tr><td>$0.05</td><td>$201,150</td></tr>
<tr><td>$0.075</td><td>$301,725</td></tr>
<tr><td>$0.10</td><td>$402,300</td></tr>
</table></td></tr>
<tr><td>Number of securities previously issued under the Equity Incentive Plan, LF Share Plan that remain current and average acquisition price (if any) paid by Mr Ryan for those securities</td><td>As outlined in this Notice in FY26 all securities issued to Mr Ryan prior to FY26 under the Equity Incentive Plan and LF Share Plan were bought back and/or cancelled for no consideration.

At the 2025 AGM, Shareholder approved the grant of 4,362,618 FY26 Performance Rights and in February 2026 this number of FY26 Performance Rights were granted to Mr Ryan.

Should Shareholders approve the grant of FY27 Performance Rights, the equity incentives in place for Mr Ryan will be the FY26 Performance Rights and the FY27 Performance Rights.</td></tr>
<tr><td>The names of all Directors entitled to participate in the Equity Incentive Plan</td><td>All executive Directors are entitled to participate in the Equity Incentive Plan, which currently includes only Mr Ryan.</td></tr>
</table>

	Non-executive directors are not entitled to participate in the Equity Incentive Plan.
The date by which the entity will issue the securities	If approved, the FY27 Performance Rights will be issued to Mr Ryan as soon as practicable after the 2026 Annual General Meeting, but in any event no later than 12 months after the Meeting.
Other	The Company advises that: • details of any FY27 Performance Rights issued under the Equity Incentive Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement confirming that approval for the issue was obtained under Listing Rule 10.14; and • if any additional persons covered by Listing Rule 10.14 that are not currently named in this Notice of Meeting become entitled to participate in an issue of FY27 Performance Rights (or other securities) under the Equity Incentive Plan after the date of this Resolution, such person will not participate until approval is obtained under Listing Rule 10.14.

A voting exclusion statement is included in the Notice.

Corporations Act - Acceleration of vesting and Termination Benefits

Part 2D.2, Division 2 of the Corporations Act provides that a listed company must not permit a person in a managerial or executive office (including a Director) to receive a benefit in connection with their retirement or removal from office or employment (**Termination Benefit**), except with respect to certain statutory exceptions, over the applicable 'base salary amount' (calculated as 12 months of the applicable person's base salary plus any short term benefits not dependent on performance conditions paid during the relevant period), without Shareholder approval.

The Board has formed the view that should the FY27 Performance Rights proposed to be issued to Mr Ryan not automatically be forfeited on cessation of employment, the value of the FY27 Performance Rights provided may be considered a Termination Benefit. Similarly, in the event that the FY27 Performance Rights issued to Mr Ryan vest if the Company becomes subject to a change of control event, the value of the FY27 Performance Rights provided may be considered a Termination Benefit (particularly if Mr Ryan is no longer employed by the Company after the relevant change of control event). Accordingly, Shareholder approval must be sought for any such benefit which Mr Ryan may receive under the Equity Incentive Plan.

Accordingly, where a participant ceases to be an employee before the performance right or option has vested, the Board may determine the extent to which the FY27 Performance Rights or options granted to the participant vest, under the Equity Incentive Plan. If no determination is made by the Board, then all FY27 Performance Rights and options held by the participant will lapse. If Shareholders approve Item 5, the maximum number of FY27 Performance Rights that may vest upon the retirement or removal from office of Mr Ryan under the Equity Incentive Plan will be the number of FY27 Performance Rights granted to Mr Ryan under Item 5). However, the actual number of FY27 Performance Rights that may vest upon retirement or removal from office (if any) will depend on a range of factors. Accordingly, the precise value of the affected FY27 Performance Rights cannot presently be ascertained at this time. Matters, events and circumstances that will, or are likely to, affect the calculation of that value include the following:

- the number of unvested FY27 Performance Rights held by Mr Ryan prior to the cessation of employment;
- the extent to which the relevant Vesting Conditions attaching to the FY27 Performance Rights before they vest are met at the time;
- the period that has elapsed at that time since the issue of the FY27 Performance Rights;
- the reasons for cessation of employment;
- the number of FY27 Performance Rights that vest; and
- the Company's share price at the date of vesting.

The Company will calculate the value of the FY27 Performance Rights on the basis of the prevailing share price of the Company at the time.

For personal use only

What happens if Shareholders do not approve the resolution?

Firstly, the Board takes Shareholder feedback on remuneration seriously, and will consider any feedback associated with a vote against this resolution.

If Shareholder approval is not obtained, the proposed grant of FY27 Performance Rights to Mr Ryan will not proceed.

In such circumstances, the Board will consider alternative remuneration arrangements, including a cash payment, which it believes may be less effective in aligning Mr Ryan's interests with Shareholders.

Directors' Recommendation

The Directors, except for Mr Phil Ryan, unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

For personal use only

6. Item 6: Resolution 5: Spill Resolution

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

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

If it is unclear during the meeting that less than 25% of the votes cast on Item 2 are against the adoption of the Remuneration Report, Item 6 will be put to the meeting and voted on as required by section 250V of the Corporations Act (**Spill Resolution**). In the event that this Item is passed, it will only be effective if, once the formal results of the poll conducted on Item 2 are settled, at least 25% of the votes cast on Item 2 are against the adoption of the Remuneration Report.

If it is clear during the meeting that less than 25% of the votes cast on Item 2 are against adopting the Remuneration Report at this year's Annual General Meeting, then there will be no second strike and Item 6 will not be put to the meeting.

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

Shareholders should note that if the Spill Resolution is passed:

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

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

Even if Neil Thompson is re-elected at the AGM, he will still be subject to the Spill Resolution and will need to be re-elected at the Spill Meeting if he is to remain a director. Mr Philip Ryan, as CEO and Managing Director, is excluded from the requirement to retire and stand for election at the Spill Meeting. If Mr Morris is elected at the AGM he is also excluded from the requirement to retire and stand for election at the Spill Meeting as he was not a director at the time of approval of the last directors report.

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

Directors' Recommendation

The Directors unanimously recommend shareholders vote AGAINST the resolution to convene a Spill Meeting if Item 6 is put to shareholders.

The Chair intends to vote all available open proxies against Item 6 if Item 6 is put to shareholders.

For personal use only

7. Glossary

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

AGM means and annual general meeting of the Company**;**

Annual Report means the Annual Report to Shareholders for the period ended 28 June 2026.

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

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

Board means the current board of directors of the Company.

Chair means the person chairing the Meeting.

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

Company means City Chic Collective Limited ACN 057 569 169.

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

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

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

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

Meeting or **Annual General Meeting** means the 2026 Annual General Meeting of Shareholders to be held at the Museum of Sydney, corner Philip and Bridge Streets, Sydney NSW 2000 on 12 November 2026 at 2.00pm (Sydney time).

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

Proxy Form means the proxy form accompanying this Notice.

Remuneration Report means the FY26 remuneration report as set out in the 2026 Annual Report.

Resolutions means the resolutions set out in this Notice, 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.

- End of document -

This page is intentionally blank

For personal use only

city chic collective

ABN 43 057 569 169

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
City Chic Collective 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

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

X99999999999

For personal use only

SAMPLE

PROXY FORM

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

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Sydney Time) on Thursday, 12 November 2026 at The Museum of Sydney, Corner Phillip and Bridge Streets, Sydney, NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

You can participate by attending in person, completing this form in accordance with the instructions or you can watch the meeting via the webcast at **https://meetings.openbriefing.com/CCX26**.

Important for Resolutions 1, 4 and 5: If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolutions 1, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of resolutions 1 - 4, and AGAINST resolution 5.

STEP 2

VOTING DIRECTIONS

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

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

Resolutions	For	Against	Abstain*
1 Adoption of the Remuneration Report	☐	☐	☐
2 Re-election of Director – Mr Neil Thompson	☐	☐	☐
3 Election of Director – Mr Eric Morris	☐	☐	☐
4 Grant of FY27 Performance Rights under the Company's Equity Incentive Plan to the CEO and Managing Director, Mr Phil Ryan	☐	☐	☐

Subject to and conditional on at least 25% of the votes validly cast against Resolution 5

	For	Against	Abstain*
5 Holding a Spill Meeting	☐	☐	☐

* 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.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

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

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

CCX PRX2601N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name 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 they choose. 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:

(a) 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

(b) 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 prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Sydney Time) on Tuesday, 10 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE

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

Login to the Investor Centre using the holding details as shown on the Voting/Proxy 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

QR Code

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.

BY MAIL

City Chic Collective Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

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

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

For personal use only

SAMPLE