

18 October 2024

Dear Shareholder,

On behalf of the Board of IVE Group Limited (**IVE Group or Company**), I am pleased to invite you to attend the 2024 Annual General Meeting (**AGM**) of IVE Group. Enclosed is the Notice of Meeting setting out the business of the AGM.

IVE Group's 2024 AGM will be held on Tuesday, 19 November 2024 commencing 10:00am (Sydney time) at the offices of KPMG at Level 38, Tower 3, International Tower Sydney, 300 Barangaroo Avenue, Barangaroo, Sydney NSW.

I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum). If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 10.00am (Sydney time) on Sunday, 17 November 2024 in one of the ways specified in the Notice of Meeting and Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of IVE Group unanimously recommend that shareholders vote in favour of all resolutions.

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of IVE Group and I look forward to welcoming you to our 2024 AGM.

Yours faithfully,

A handwritten signature in blue ink that reads "James Todd". The signature is written in a cursive style with a large, stylized 'J' and 'T'.

**James Todd**  
Chairman



ABN 62 606 252 644

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of IVE Group Limited (**IVE Group** or **Company**) will be held on **Tuesday, 19 November 2024 at 10:00am (Sydney time)**. Shareholders can participate in the AGM at the offices of KPMG at Level 38, Tower 3, International Tower Sydney, 300 Barangaroo Avenue, Barangaroo, Sydney NSW.

An audio webcast of the AGM will be available at <https://meetings.linkgroup.com/IGL24> for Shareholders to listen to the proceedings and view the presentations. **NOTE:** Shareholders who listen to the audio webcast and view the presentations online will not be able to vote or ask questions during the Meeting via the webcast.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section are part of this Notice of Meeting.

## **QUESTIONS AND COMMENTS**

### **Before the AGM**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. If you wish to submit questions to the Company or KPMG, the external auditor (**Auditor**), in advance of the AGM, questions must be received no later than 5:00pm (Sydney time) on Tuesday, 12 November 2024 by one of the following methods:

- **Email:** [investors@ivegroup.com.au](mailto:investors@ivegroup.com.au); or
- **Online:** at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) – please login, select Voting, then click 'Ask a Question'.

Written questions submitted to the Auditor must be relevant to the content of the Independent Auditor's Report or the conduct of the audit. During the AGM, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

**During the AGM**

Following consideration of the Reports, the Chair of the Meeting will give shareholders as a whole a reasonable opportunity to ask questions about or comment on the management of the Company:

During the Meeting, the Chair of the Meeting will also give shareholders as a whole a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

**CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2024.

All shareholders can view the Annual Report which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the year ended 30 June 2024 on the Company's website at [www.ivegroup.com.au](http://www.ivegroup.com.au).

Shareholders are not required to vote on this item. However, during this item, shareholders as a whole will be given an opportunity to ask questions about, and make comments on, IVE Group's 2024 Annual Report.

**ITEMS FOR APPROVAL****Resolution 1. Re-Election of Director - Catherine Aston**

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

*'That Catherine Aston, who retires in accordance with clause 7.1(d) of the Company's Constitution and being eligible, is re-elected as a Director of the Company.'*

**Resolution 2. Re-Election of Director - Sandra Hook**

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

*'That Sandra Hook, who retires in accordance with clause 7.1(d) of the Company's Constitution and being eligible, is re-elected as a Director of the Company.'*

**Resolution 3. Remuneration Report**

To consider and, if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

*'That the Company's Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors' Report, is adopted.'*

The Remuneration Report is contained in the 2024 Annual Report (available at [www.ivegroup.com.au](http://www.ivegroup.com.au)).

Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (the **Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3:

- (a) by or on behalf of a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2024 Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 3:

- (a) in accordance with a direction in the proxy form; or
- (b) by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy even though Resolution 3 is connected with the remuneration of the Company's KMP.

'Key management personnel' and 'closely related party' have the same meaning as set out in the Corporations Act.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

**Resolution 4. Approval to issue securities under the Equity Incentive Plan**

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

*'That for the purposes of ASX Listing Rule 7.2, exception 13 and all other purposes, the issue of securities under the IVE Group Equity Incentive Plan, as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting be approved.'*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4:

- (a) in favour of Resolution 4 by or on behalf of a person who is eligible to participate in the IVE Group Equity Incentive Plan or any of their associates, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast on Resolution 4:

- (a) as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- (b) as a proxy for a person entitled to vote on Resolution 4 by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair of the Meeting decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
  - (ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 5. Issue of Rights under the IVE Group Equity Incentive Plan – Matthew Aitken**

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

*‘That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of up to 270,270 performance rights to Matthew Aitken under the IVE Group Equity Incentive Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.’*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5:

- (a) in favour of the resolution by or on behalf of Matthew Aitken or his associates; or
- (b) as a proxy by a person who is a member of the Company’s KMP at the date of the Meeting or their closely related parties,

unless the vote is cast on Resolution 5:

- (a) as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- (b) as proxy for a person entitled to vote on Resolution 5 by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair of the Meeting decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
  - (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 6. Financial Assistance of JacPak Pty. Ltd. ACN 072 888 094 and EgoTrade Pty. Ltd. ACN 095 457 739**

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

*‘Approval is given under and for the purposes of section 260B(2) of the Corporations Act 2001 (Cth) for JacPak Pty. Ltd. ACN 072 888 094 and EgoTrade Pty. Ltd. ACN 095 457 739 to financially assist the Acquisition (as defined in ‘Resolution 6’ of the Explanatory Memorandum accompanying this Notice of Meeting) in the manner described in ‘Resolution 6’ of the Explanatory Memorandum accompanying this Notice of Meeting.’*

BY ORDER OF THE BOARD



**Darren Dunkley**  
Company Secretary

18 October 2024

## **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Sydney time) on Sunday, 17 November 2024 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, the vote of the holder named first in the register who tenders a vote, whether in person or by proxy, attorney or Representative, must be accepted to the exclusion of the votes of the other joint holders.

### *Appointment of Proxy*

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 10:00am (Sydney time) on Sunday, 17 November 2024 (48 hours before AGM). Proxies must be received before that time by one of the following methods:

Online:	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>
By post:	IVE Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By facsimile:	(02) 9287 0309 (within Australia) +61 2 9287 0309 (from outside Australia)
By delivery in person:	Link Market Services Limited* Parramatta Square Level 22, Tower 6, 10 Darcy Street Parramatta, NSW 2150

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

If you wish to indicate how your proxy should vote, please mark the appropriate boxes online or on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as your proxy decides, subject to any applicable voting exclusions.

**To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.**

### *Power of Attorney*

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10:00am (Sydney time) on Sunday, 17 November 2024, being 48 hours before the AGM.

### *Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative must provide satisfactory evidence of their appointment prior to the commencement of the Meeting. A 'Certificate of Appointment of Corporate Representative' form may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IMPORTANT:** If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 3, 4 and 5, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

If your appointed proxy does not attend the meeting, or does not vote as directed, the Chair of the Meeting will become your proxy by default and will cast any available proxies as directed (subject to any applicable voting exclusions).

If you intend to appoint a member of the Company's KMP (other than the Chair) or their closely related party as your proxy, they will not be able to cast your votes on Resolutions 3, 4 and 5, unless you direct them how to vote by marking 'For', 'Against' or 'Abstain' for each of those items of business.

### *Voting at the Meeting*

Voting on each of the proposed resolutions at this Meeting will be conducted by a poll.

## **CONDUCT OF MEETING**

IVE Group is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with a reasonable opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. IVE Group will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Tuesday, 19 November 2024 at 10:00am (Sydney time).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1 – 5 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the Resolution. Resolution 3 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolution 6 is a special resolution, requiring at least 75% of the votes cast by members entitled to vote on the resolution.

### **Resolution 1. Re-election of Catherine Aston as Director**

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.

In accordance with the Company's Constitution, Catherine (Cathy) Aston will retire and stand for re-election as a Director of the Company, having been elected at the Company's 2021 AGM. If shareholders do not approve the re-election of Cathy Aston, then Cathy Aston will cease to be a Director at the conclusion of the Meeting.

The Board considered whether Cathy Aston had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4<sup>th</sup> edition) (**ASX Principles**). The Board considers that Cathy Aston (if re-elected), will continue to be an independent Director.

Cathy is an experienced company director with extensive financial, operational and strategic experience acquired from a 25-year executive career in senior finance, strategy and management roles both in Australia and Asia. Cathy has been a director since 15 December 2020 and is the Chair of the Company's Audit, Risk & Compliance Committee.

Cathy spent much of her early career in the telecommunications industry and more recently she has held a number of board positions across a range of industries from financial services, superannuation, telecommunications, government and digital businesses. She has extensive leadership expertise (CEO/MD/CFO/CMO) as well as experience in merger & acquisitions and integrations.

Cathy is currently Chair of IMB Bank Ltd and a director of Macquarie Investment Management Ltd (Chair of Board Audit Risk and Compliance Committee) and Monash IVF Group Ltd (ASX: MVF). Cathy was previously a director of Integrated Research Ltd (ASX: IRI), Virtus Health Ltd (ASX: VRT) and Over The Wire Ltd (ASX: OTW).

Cathy holds a Bachelor of Economics from Macquarie University and a Master of Commerce (Accounting and Law) from the University of New South Wales. She is also a senior fellow of the Financial Services Institute of Australasia and a graduate member of the Australian Institute of Company Directors.

Prior to submitting herself for re-election, Cathy Aston has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the re-election of Cathy Aston as she will contribute to the Board significant experience in the areas of finance, risk and compliance, merger & acquisitions and integrations, as well as complementing the skills of the existing directors.

*The Directors, with Catherine Aston abstaining, unanimously recommend Shareholders vote in favour of this Resolution.*



## **Resolution 2 Re-election of Director – Sandra Hook**

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.

In accordance with the Company's Constitution, Sandra Hook will stand for re-election as an Executive Director of the Company, having last been elected at the Company's 2022 AGM. If shareholders do not approve the election of Sandra Hook, then Sandra Hook will cease to be a Director at the conclusion of the Meeting.

The Board considered whether Sandra Hook had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board considers that Sandra Hook (if re-elected), will continue to be an independent Director.

Sandra has over 25 years' experience in sales and marketing, building, and leading commercially successful businesses, driving growth and leading change. She has a track record in delivering brand and portfolio strategies, transitioning traditional organisations in rapidly evolving environments and brings a strong focus on customer-centric growth and digital transformation at Board level. Sandra has been a director since 1 June 2016 and is Chair of the Company's Nomination & Remuneration Committee.

Sandra was formerly Managing Director and CEO of NewsLifeMedia, a division of News Limited; CEO of News Magazines and held various senior executive roles with Australia's largest media companies including News Limited, Foxtel, Federal Publishing Company, Murdoch Magazines, and Fairfax.

Sandra is currently a non-executive director of MedAdvisor Limited (ASX: MDR), Nexted Group Limited (ASX: NXD), CRC Fight Food Waste, and au Domain Administrator (auDA).

Sandra is a graduate of the Australian Institute of Company Directors.

Prior to submitting herself for election, Sandra has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the election of Sandra as she will contribute to the Board significant experience in the areas of sales and marketing, digital transformation and the media industry as well as complementing the skills of the existing directors.

*The Directors, with Sandra Hook abstaining, unanimously recommend that Shareholders vote in favour of this Resolution.*

## **Resolution 3. Remuneration Report**

Section 250R(2) of the Corporations Act requires that the section of IVE Group's Directors' Report dealing with the remuneration of the key management personnel for the financial year ended 30 June 2024 (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Key management personnel (**KMP**) are those persons having authority and responsibility for planning, directing and controlling the activities of IVE Group including any executive or non-executive director.

Broadly, the Remuneration Report:

- discusses the Board of IVE Group's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's policy and Company performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report in the Annual Report which is available on IVE Group's website at [www.ivegroup.com.au](http://www.ivegroup.com.au)

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders as a whole a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration in setting remuneration policy for future years.

The Board will continue to review the effectiveness of the Company's remuneration practices and their alignment with strategic performance objectives to appropriately reward the Company's executives and deliver shareholder value.

*The Directors, noting their interest in the resolution, unanimously recommend that Shareholders vote in favour of this Resolution.*

#### **Resolution 4. Approval to issue securities under the IVE Group Equity Incentive Plan**

ASX Listing Rule 7.1 restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval. Listing Rule 7.2, exception 13 provides an exception to ASX Listing Rule 7.1 such that an issue under an employee incentive scheme is not calculated as part of the 15% limitation if, within three years before the issue date one of the following occurred:

- in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the Prospectus; or
- shareholders approved the issue of securities under the scheme as an exception to Listing Rule 7.1 in accordance with the Listing Rules.

A summary of the terms of the IVE Group Equity Incentive Plan (**Incentive Plan**) were set out in the Company's Prospectus released to ASX on 16 December 2015. The Incentive Plan was subsequently approved by shareholders at the 2018 AGM and the 2021 AGM.

If the Incentive Plan is approved by shareholders, issues of securities under the Incentive Plan over the next three years will fall under ASX Listing Rule 7.2 exception 13 and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period without having to obtain shareholder approval.

If shareholders do not approve Resolution 4, the issue of securities under the Incentive Plan will be included in calculating the Company's 15% capacity in ASX Listing Rule 7.1 (other than for grants that fall under another exception to Listing Rule 7.1), effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue of the securities.

An approval under this Resolution is only available to the extent that:

- any issue of equity securities under the Incentive Plan does not exceed the maximum number of securities proposed to be issued as set out in this Notice under Resolution 4; and
- there is no material change to the terms of the Incentive Plan.

#### **Background**

The Company's Board of Directors established an Equity Incentive Plan. The objective of the Incentive Plan is to provide a mechanism for achieving the Company's overarching remuneration objectives of aligning the interests of staff and shareholders, with a view to driving superior outcomes for shareholders. Offers under the Incentive Plan will most often be used as long term incentives for senior management, including executive directors, however the Incentive Plan may also be used for other offers to staff including broad-based incentive plans. Under the Incentive Plan, the key terms of which are outlined in Attachment A, shares, performance rights and share options may be granted to 'eligible employees'.

A copy of the Plan Rules is available on our website at [www.ivegroup.com.au](http://www.ivegroup.com.au).

For the purposes of ASX Listing Rule 7.2 exception 13 the following information is provided:

- a summary of the key terms of the Incentive Plan is set out in Attachment A;
- a total of 2,373,566 equity securities have been issued under the Incentive Plan since it was last approved at the Company's AGM on 23 November 2021;
- subject to shareholder approval, the maximum number of equity securities proposed to be issued under the Incentive Plan is 7,744,441, which is 5% of the current number of fully paid ordinary shares on issue. This maximum number is not intended to be a prediction of the actual number of equity securities proposed to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of equity securities approved to be issued under and for the purposes of ASX Listing Rule 7.2 Exception 13(b); and
- a voting exclusion statement is included in the Notice.

*The Directors, with Matthew Aitken and Paul Selig (who are currently eligible to participate in the Plan) abstaining, unanimously recommend Shareholders vote in favour of this Resolution.*

**Resolution 5. Issue of Performance Share Rights under the IVE Group Equity Incentive Plan - Matthew Aitken**

Please refer to the Company's Remuneration Report in the 2024 Annual Report for details on the Company's approach to remuneration which includes fixed and at-risk remuneration.

ASX Listing Rule 10.14 requires shareholder approval by ordinary resolution before a director can be issued securities under a listed entity's employee incentive scheme. Resolution 5 seeks shareholder approval for the issue of up to 270,270 performance rights (**Performance Rights**) to Matthew (Matt) Aitken, a Director of IVE Group, under the Incentive Plan.

If shareholders approve Resolution 5, the Company will be able to proceed with the issue of Performance Rights to Matt Aitken on the terms and conditions as set out in this Notice of Meeting.

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Matt Aitken.

*Purpose of the Incentive Plan*

The Company has established the Incentive Plan to assist in the motivation, retention and reward of staff including senior management. A summary of the key terms of the Incentive Plan is set out in Attachment A.

Other members of senior management, selected by the Board, have been granted performance rights under the Incentive Plan on similar terms to Matt Aitken.

*Calculation of the Proposed Number of Performance Rights*

The number of Performance Rights to be granted is calculated by dividing the total value of the award by the fair value of the Performance Rights calculated using a Monte Carlo simulation (for the component subject to the TSR performance condition) and a risk-neutral assumption (for the component subject to EPS performance condition). The fair value for this grant is \$1.48, with the number of Performance Rights granted rounded down to the next whole number.

It is proposed that Matt Aitken be granted up to 270,270 Performance Rights. This has been calculated by dividing the total value of \$400,000 by \$1.48 (fair value).

### Performance Conditions

The Performance Rights are subject to two Performance Conditions: 60% of the Performance Rights are subject to an earnings per share (EPS) performance hurdle, tested based on the compound annual growth rate (CAGR) of the Company's EPS, and 40% of the Performance Rights are subject to a relative Total Shareholder Return (TSR) hurdle. Both Performance Conditions will be tested over the three-year period commencing 1 July 2024 and ending on 30 June 2027 (Performance Period).

The Performance Conditions operate as follows:

- The EPS hurdle will measure the compound annual growth of the Company's EPS over the Performance Period. EPS measures the earnings generated by the Company attributable to each share on issue on a fully diluted basis. EPS growth will be calculated as the Company's Net Profit After Tax (NPAT) divided by the undiluted weighted average shares on issue throughout the performance period, using the following formula:

$$\text{EPS CAGR} = \sqrt[3]{\left(\frac{\text{Year 3 EPS}}{\text{Year 0 EPS}}\right)} - 1$$

(Benchmark 1); and

- The Total Shareholder Return (TSR) performance of the Company will be measured in comparison to similar companies in a peer group. Due to changes in the market and the lack of material numbers of useful comparator companies, the peer group chosen for the FY24 grant are the companies who are included in the ASX Small Ordinaries Index at the commencement of the Performance Period. The TSR of each company will be measured from the start of the Performance Period to the end of the Performance Period (Benchmark 2).

Performance Rights will vest in the percentages relevant to achievement of the Performance Conditions in the table below subject to any adjustments for abnormal or unusual profit items that the Nominations and Remuneration Committee, in its discretion, considers appropriate:

60% of Performance Rights Earnings Per Share Target (EPS) (‘Benchmark 1 Entitlement’)		40% of Performance Rights Relative Total Shareholder Return (TSR) (‘Benchmark 2 Entitlement’)	
EPS Target Range 3% – 5%	Performance Share Rights	TSR growth	Performance Share Rights
Less than 3% of target range achieved	Nil	Company ranks below 50th percentile	Nil
3.00 – 3.99% of target range achieved	50% vesting on straight-line basis	Company ranks at the 50th percentile	50%
4.00 – 4.99% of target range achieved	75% vesting on straight-line basis	Company ranks between the 50th and 75th percentile	Straight line vesting between 50% to 100%
5% of target range achieved or exceeded	100%	Company ranks at or above 75th percentile	100%

Together Benchmark 1 and Benchmark 2 comprise the total Performance Conditions but act independently relative to their specific target component of 60% and 40% of Performance Rights, respectively.

Testing of the EPS and TSR Hurdles will occur shortly after the end of the Performance Period and release of the Company's full year audited results in August 2027 and the number of Performance Rights that vest (if any) will be determined. Any Performance Rights that remain unvested will lapse immediately.

Calculation of the Performance Conditions and achievement against the Performance Conditions will be determined by the Nominations and Remuneration Committee of the Company in its absolute discretion, having regard to any matters that it considers relevant. The Board has discretion to adjust the comparator group, including to take into account takeovers, mergers or de-mergers that might occur during the Performance Period.

Any Performance Rights which vest will generally convert to IVE Group Shares on a one-for-one basis.

#### *Additional Terms of the Performance Rights*

- Performance Rights do not carry any dividend or voting rights prior to vesting.
- In respect of vested Performance Rights, the Board may in its absolute discretion determine to make a cash payment in lieu of allocating some or all of the Shares.
- The Company's obligation to allocate Shares on vesting of the Performance Rights may be satisfied by issuing new shares, procuring the transfer to, or procuring the setting aside for the participant the number of shares in respect of which Performance Rights have vested.
- The Incentive Plan contains provisions which give the Board the ability, in certain circumstances, to impose clawback, including the lapse of unvested Performance Rights and forfeit of shares allocated upon vesting of Performance Rights (e.g. in the event of fraud, dishonesty or serious breach of duty).
- The Board has discretion to determine that all or a specified number of the Performance Rights vest if there is a change of control.
- In the event there is any corporate action by, or capital reconstruction in relation to the Company (including but not limited to return of capital), adjustments may be made to the number of Performance Rights and/or the number of Shares to which Matt Aitken is entitled upon vesting in accordance with the Listing Rules or in a manner that the Board considers appropriate.
- Unless the Board determines otherwise:
  - if Matt Aitken's employment is terminated for cause or he resigns (or gives notice of his resignation) prior to Performance Rights vesting, all of his unvested Rights will lapse; or
  - if Matt Aitken ceases employment for any other reason prior to Performance Rights vesting, a pro-rata portion of his unvested Rights (calculated based on the portion of the performance period that has elapsed up until the date of his cessation) will remain on foot and will be tested in the ordinary course as though he had not ceased employment.
- Under the Incentive Plan rules, any dealing in respect of a Performance Right is prohibited, unless the Board determines otherwise or the dealing is required by law.

#### *Technical information for the purposes of the ASX Listing Rules*

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided with respect to Resolution 5:

- Matt Aitken is a director of the Company and as such is a director for the purposes of ASX Listing Rule 10.14.1. It is proposed that Matt Aitken be granted up to 270,270 Performance Rights.
- Matt Aitken's current total remuneration package for FY25 comprises:
  - a fixed base salary of \$800,000 (including superannuation);
  - a variable short-term incentive (bonus) of up to \$400,000; and
  - a variable long-term incentive of up to \$400,000 worth of Performance Rights, the subject of this resolution.

Further information regarding Matt Aitken's remuneration is set out in the Company's Remuneration Report which forms part of the 2024 Annual Report.

- The following securities have been previously issued to Matt Aitken for nil average acquisition price under the Incentive Plan:
  - **FY17** – 32,817 performance rights granted for Matt Aitken’s FY17 award. Of these, 7,032 Shares were issued in FY20 on vesting and the remaining 25,785 unvested performance rights lapsed.
  - **FY18** – 60,810 performance rights granted, and all 60,810 performance rights lapsed following the release of FY20 financial results.
  - **FY19** – 130,718 performance rights granted, and all 130,718 performance rights lapsed following the release of FY21 financial results.
  - **FY20** – 147,058 performance rights granted, and all 147,058 performance rights lapsed following the release of FY22 financial results.
  - **FY21** – 384,615 performance rights granted, and all 384,615 performance rights vested following the release of FY23 financial results.
  - **FY22** – 168,067 performance rights granted, testing and vesting following release of FY24 financial results.
  - **FY23** – 111,111 performance rights granted, testing and vesting following release of FY25 financial results.
  - **FY24** – 147,058 performance rights granted, testing and vesting following release of FY26 financial results.

Further details are included in the Company’s 2024 Remuneration Report contained within the 2024 Annual Report.

- The Performance Rights are not quoted on the ASX and carry no voting or dividend rights. Shares issued on vesting of the Performance Rights will rank equally with ordinary shares on issue. Performance Rights are considered by the Board to be an appropriate equity security under the Incentive Plan as the vesting of those Performance Rights link directly to vesting conditions to be satisfied before fully paid ordinary shares are issued. The Performance Rights are valued at \$400,000.
- The Performance Rights will be issued to Matt Aitken on or about the date of the AGM, but in any event no later than 3 years after the date of the meeting.
- The issue price for the Performance Rights is nil and no money is payable by Matt Aitken for a Share on the vesting of a Performance Right.
- A summary of the material terms of the Incentive Plan are set out in Attachment A.
- No loans will be made in relation to the acquisition of the Performance Rights or Shares by Matt Aitken.
- Details of any securities issued under the Incentive Plan will be published in IVE Group’s annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after this Resolution 5 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.
- A voting exclusion statement is set out in the Notice of Meeting.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by IVE Group without approval of shareholders in any rolling twelve-month period. However, IVE Group is permitted to issue shares (or other securities) in excess of the 15% limit if those shares or securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by shareholders.

Resolution 5, if passed, will provide approval for this purpose in relation to both the Performance Rights and any Shares issued on vesting of those rights. If approval is given under Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1, in accordance with Exception 14 in ASX Listing Rule 7.2.

*The Directors (with Matthew Aitken abstaining) unanimously recommend that Shareholders vote in favour of Resolution 5.*

**Resolution 6. Financial Assistance of JacPak Pty. Ltd. ACN 072 888 094 and EgoTrade Pty. Ltd. ACN 095 457 739**

*The Acquisition*

On 1 November 2023, IVE Group Australia Pty Ltd ACN 000 205 210 (the **Purchaser**) acquired all the issued capital of JacPak Pty. Ltd. ACN 072 888 094 and EgoTrade Pty. Ltd. ACN 095 457 739 (the **Additional Obligors**) (the **Acquisition**).

The Purchaser is a wholly owned subsidiary of IVE Group Limited ACN 606 252 644 (**Ultimate Australian Holding Company**), which is the ultimate Australian holding company of the Additional Obligors and their subsidiaries.

*Section 260A of the Corporations Act*

Section 260A of the Corporations Act permits a company to financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- giving the assistance does not materially prejudice:
  - the interests of the company or its shareholders; or
  - the company's ability to pay its creditors; or
- the assistance is approved by shareholders under section 260B of the Corporations Act; or
- the assistance is exempted under section 260C of the Corporations Act.

A company may be regarded as providing 'financial assistance' if it furnishes something which is needed in order for a transaction to be carried out or something in the nature of aid or help. Common examples of 'financial assistance' include issuing a debenture, giving security over the company's assets, and giving a guarantee or indemnity in respect of another person's liability.

It is proposed that the Additional Obligors financially assist the Purchaser in connection with the Acquisition in the manner described under the heading 'Particulars of the Financial Assistance' below (the **Proposed Financial Assistance**), and as a result would be breaching section 260A of the Corporations Act unless one of the exemptions set out above applied.

*Shareholder Approval*

Shareholder approval is being sought under section 260B of the Corporations Act (see above).

Section 260B(1) of the Corporations Act requires the shareholders of a company to approve the giving of the financial assistance by the company:

- by a special resolution agreed to at a general meeting of the company with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- a resolution agreed to, at a general meeting, by all ordinary shareholders.

Section 260B also contains other requirements, including under section 260B(3) that the shareholders of the Ultimate Australian Holding Company approve the giving of the financial assistance by the Additional Obligors, which will be complied with before the giving of the Proposed Financial Assistance.

*Particulars of the Financial Assistance*

The Purchaser and other members of the IVE Group have been provided with financial accommodation (the **Facilities**) under a syndicated facilities agreement originally dated 30 November 2016 as amended and/or restated from time to time, including most recently by a fifth amendment agreement dated 31 May 2023 (the **Facilities Agreement**).

The Purchaser may also enter or has entered into interest rate hedging in connection with the Facilities (the **Related Interest Rate Hedging**).

Pursuant to the terms of the Facilities Agreement, the Purchaser and certain subsidiaries of the Purchaser, including the Additional Obligors (together, the **Obligors**) have or are required to accede to or execute certain other documents in connection with the Facilities Agreement (the Facilities Agreement and such other documents being the **Finance Documents**).

It is proposed that each Additional Obligor financially assist the Acquisition by entering into the documents and carrying out the actions set out below:

- accede to the Facilities Agreement as an 'Additional Guarantor' and in doing so:
  - grant a guarantee and indemnity (the **Guarantee**) to the lenders, facility agent, security trustee and others (the **Finance Parties**) for the repayment of all amounts that may become owing by any borrower of the Facilities or any other person under the Facilities Agreement or any Finance Document (the **Guaranteed Amounts**), including:
    - the principal amount of the Facilities;
    - other amounts such as interest and fees;
    - payments due under any Related Interest Rate Hedging (including termination or close out amounts); and
    - costs and expenses in relation to the entering into or enforcement of the Finance Documents;
  - provide representations and warranties to the Finance Parties;
  - become bound to undertakings (including in relation to the conduct of its business) in favour of the Finance Parties;
  - grant indemnities to the Finance Parties in relation to certain events, including its default or the default by other Obligors; and
  - agree to pay certain other amounts, such as costs and expenses and goods and services tax;
- accede as a 'security provider' to a security trust deed dated 30 November 2016 (the **Security Trust Deed**) between, among others, the Ultimate Australian Holding Company and Westpac Administration Pty. Limited as 'Security Trustee' (the **Security Trustee**), and in doing so grant indemnities to the Security Trustee;
- grant security (the **Security**) in favour of the Security Trustee by way of a security document described as a 'General Security Deed' between each Additional Obligor and the Security Trustee which grants a security interest over all of the assets of the Additional Obligors to secure, among other things, its obligations under the Facilities Agreement (including the Guarantee) and each other Finance Document;
- execute, or accede to, any document in any way connected with, related to or in respect of any matter arising out of the Facilities Agreement, the Security Trust Deed or the Security granted by the Additional Obligors (including any Finance Document); and
- enter into or accede to any new facilities agreement or other document relating to the refinancing of the financial accommodation provided under the Facilities Agreement.

It is noted that under the Finance Documents the Purchaser has provided guarantees and security corresponding to those described in relation to the Additional Obligors above.

#### *Reasons for the Proposed Financial Assistance*

The Purchaser requires the financing under the Facilities to fund the Acquisition.

As noted under the heading 'Particulars of the Financial Assistance' above, it is a requirement of the Facilities Agreement that the Additional Obligors accede to or execute the Finance Documents.



### *Effects of the Proposed Financial Assistance*

If there is a default under a Finance Document then there may be material consequences for the Obligors (including the Additional Obligors), including the following:

- the Facilities may, following notice, become immediately due and payable and to the extent not drawn may be cancelled;
- the Related Interest Rate Hedging (if any) may be terminated or closed out;
- under the Guarantee, the Additional Obligors may become liable for all of the Guaranteed Amounts; and
- under the Security, certain of the Finance Parties could take enforcement action against the assets of the Additional Obligors and become entitled to sell or procure the sale of the assets of the Additional Obligors to recover the Guaranteed Amounts, including by appointing a receiver to the assets of the Additional Obligors to sell the assets of the Additional Obligors (potentially resulting in the amount obtained on the sale of the assets of the Additional Obligors being materially less than the amount that could be obtained in an orderly sale of those assets).

A default under the Finance Documents, and the consequences described above, may also result in counterparties to contracts and leases with the Additional Obligors having the right to terminate those contracts or leases.

### *Passing the Financial Assistance Resolution*

The relevant resolution is set out in resolution 6 under the heading 'Items for Approval' above (the **Financial Assistance Resolution**). The Financial Assistance Resolution will be passed if at least 75% of the votes cast by members entitled to vote on the Financial Assistance Resolution are in favour of it.

The board of directors unanimously recommends that the members vote in favour of the Financial Assistance Resolution to approve the giving of financial assistance.

### *Disclosure*

The Board of Directors considers that this Explanatory Memorandum contains all information known to the Ultimate Australian Holding Company that would be material to a member in deciding if they should pass the resolution other than information which it would be unreasonable to require the Ultimate Australian Holding Company to include because it has been previously disclosed to the members of the Ultimate Australian Holding Company.

## Attachment A

The key terms of the IVE Group Equity Incentive Plan are as follows:

Where applicable, defined terms have the same meaning as provided in the IVE Group Equity Incentive Plan Rules as available on the IVE Group website at [www.ivegroup.com.au](http://www.ivegroup.com.au).

Feature	Terms of the IVE Group Equity Incentive Plan
<b>Eligibility</b>	Offers may be made at the Board's discretion to employees of the Company or its subsidiaries (including a director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of securities under the Incentive Plan.
<b>Types of security</b>	<p>The Incentive Plan provides flexibility for the Board to grant one or more of the following securities subject to the terms of the individual offer at the relevant time:</p> <ul style="list-style-type: none"> <li>• performance share rights</li> <li>• options</li> <li>• restricted shares</li> </ul> <p>Options are an entitlement to receive an ordinary Share upon satisfaction of specified conditions and payment of a specified exercise price. Performance share rights are an entitlement to receive an ordinary Share for no consideration upon satisfaction of specified conditions. Restricted shares are shares which are subject to selling restrictions and any other conditions imposed. Unless otherwise specified in an offer document, the Board has the discretion to settle performance rights or options with a cash equivalent payment.</p>
<b>Offers of equity</b>	The Board may make offers of any form of security at its discretion and any offer documents must contain the information required by the Incentive Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance share rights, options and restricted shares in individual offer documents. Offers can be made on an opt-in or opt-out basis.
<b>Consideration payable</b>	Unless the Board determines otherwise, no payment is required for a grant of a performance right or option under the Incentive Plan.
<b>Vesting</b>	<p>Vesting of performance rights, options and restricted shares under the Incentive Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated.</p> <p>Subject to the Incentive Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.</p>

Feature	Terms of the IVE Group Equity Incentive Plan
<b>Rights attaching to performance share rights, shares and options</b>	<p>A Performance Share Right or Option has no rights other than those under the Incentive Plan and advised in the Offer Letter and do not have any entitlement to any dividend or voting rights.</p> <p>Unless otherwise limited by the Incentive Plan Rules or under an agreement of the Shareholders of the Company, a Participant will be entitled to all rights attaching to the Shares (including Restricted Shares) once registered in the Participant's name including:</p> <ul style="list-style-type: none"> <li>(i) an entitlement to receive any dividend paid in relation to those Shares;</li> <li>(ii) the right to exercise any voting rights attaching to those Shares, or appoint a proxy to represent and vote for him or her, at any meeting of the members of the Company;</li> <li>(iii) any bonus shares that are issued in respect of the Shares will be issued to the Participant and will be held by the Participant as Shares subject to the same terms, conditions and restrictions on Dealing (if any) as applicable to the Shares in respect of which they were issued; and</li> <li>(iv) if rights arise on a rights issue in respect of the Shares, the Participant may deal with or exercise those rights.</li> </ul>
<b>Cessation of employment</b>	<p>The Incentive Plan Rules provide that on cessation of employment performance rights, options or restricted shares will continue on the terms granted unless the Board determines otherwise.</p> <p>The Board has a broad discretion in relation to the treatment of entitlements on cessation of employment except that the Board is prohibited from providing a benefit that would cause the Company to be in breach of Part 2D.2 of the Corporations Act insofar as it would relate to a termination benefit.</p>
<b>Clawback of equity</b>	<p>The Incentive Plan Rules provide the Board with broad 'clawback' powers if, amongst other things, the Participant has acted fraudulently or dishonestly, engaged in serious breach of duties or has acted in a manner that has brought the Company or its related bodies corporate into serious disrepute, or there is a material financial misstatement, or the Participant's entitlements vest as a result of the fraud, dishonesty or breach of obligations of any other person and the Board is of the opinion that the incentives would not have otherwise vested.</p>
<b>Change of control</b>	<p>The Incentive Plan Rules provide that if a 'Control Event' occurs, the Board has the absolute discretion to determine whether none, some, or all of a Participant's performance rights, options or restricted shares will vest and/or be exercisable or cease to be subject to restrictions unless the specific terms of the relevant offer specify otherwise.</p>

Feature	Terms of the IVE Group Equity Incentive Plan
<b>No hedging</b>	A Participant is prohibited from entering into any arrangement including but not limited to any financial product which operates to limit the economic risk of the Restricted Shares, Performance Share Rights or Options prior to vesting or becoming exercisable as relevant. Where a participant enters into any arrangement in breach of this rule, the Restricted Share, Performance Share Right and/or Option will lapse, unless the Board determines otherwise.
<b>Discretion of the Board</b>	Any power or discretion which is conferred on the Board under the Incentive Plan may be exercised in the interests and for the benefit of the Company, and is not subject to any fiduciary or other obligation to any other person.
<b>Legal compliance</b>	<p>Notwithstanding any rule in the Incentive Plan Rules, securities will not be allocated, issued, acquired, transferred or otherwise dealt with under the Incentive Plan if to do so would:</p> <ul style="list-style-type: none"> <li>(a) contravene the Corporations Act, the Listing Rules, or any other applicable laws; or</li> <li>(b) require the Company to pay, provide, or procure the payment or provision of, any money or benefits to the Participant which would require shareholder approval under Part 2D.2, Division 2 of the Corporations Act.</li> </ul>
<b>Offers are Personal</b>	<p>Unless otherwise determined by the Board, any Offer made to an Eligible Employee:</p> <ul style="list-style-type: none"> <li>(a) is personal to that person;</li> <li>(b) can only be accepted by that person; and</li> <li>(c) will not be transferable, transmissible or assignable.</li> </ul>
<b>Other terms</b>	The Incentive Plan Rules contain terms for dealing with administration, variation, suspension and termination of the Incentive Plan.



**IVE Group Limited**  
 ABN 62 606 252 644

**LODGE YOUR VOTE**

-  **ONLINE**  
<https://investorcentre.linkgroup.com>
-  **BY MAIL**  
 IVE Group Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia
-  **BY FAX**  
 +61 2 9287 0309
-  **BY HAND**  
 Link Market Services 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**

**PROXY FORM**

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

**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 of the person or body corporate you are appointing as your proxy

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 **10:00am (Sydney time) on Tuesday, 19 November 2024 at the offices of KPMG at Level 38, Tower 3, International Tower Sydney, 300 Barangaroo Avenue, Barangaroo, Sydney NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 3, 4 & 5** If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4 & 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 each item of business.**

**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*		For	Against	Abstain*
<b>1</b> Re-Election of Director – Catherine Aston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>5</b> Issue of Rights under the IVE Group Equity Incentive Plan – Matthew Aitken	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> Re-Election of Director – Sandra Hook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6</b> Financial Assistance of JacPak Pty. Ltd. ACN 072 888 094 and EgoTrade Pty. Ltd. ACN 095 457 739	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>4</b> Approval to issue securities under the Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

<b>Shareholder 1 (Individual)</b> <input style="width: 100%; height: 30px;" type="text"/>	<b>Joint Shareholder 2 (Individual)</b> <input style="width: 100%; height: 30px;" type="text"/>	<b>Joint Shareholder 3 (Individual)</b> <input style="width: 100%; height: 30px;" type="text"/>
<b>Sole Director and Sole Company Secretary</b>	<b>Director/Company Secretary (Delete one)</b>	<b>Director</b>

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).



## 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 of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) 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.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### 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 **10:00am (Sydney time) on Sunday, 17 November 2024**, 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:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the 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

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

IVE Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\* During business hours (Monday to Friday, 9:00am–5:00pm)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**