27 October 2026

Dear Shareholder,

On behalf of the Board of IVE Group Limited (**IVE Group** or **the Company**), I am pleased to invite you to attend the 2026 Annual General Meeting (**AGM**) of IVE Group. Enclosed is the Notice of Meeting setting out the business of the AGM.

IVE Group's 2026 AGM will be held on Wednesday, 25 November 2026 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. The Proxy Form must be received no later than 10.00am (Sydney time) on Monday, 23 November 2026 in one of the ways specified in the Notice of Meeting and Proxy Form.

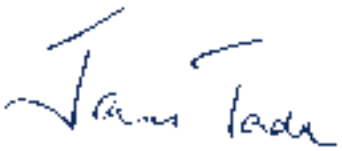
Subject to the abstentions noted in the Explanatory Memorandum, the Directors of IVE Group unanimously recommend that Shareholders vote in favour of all resolutions.

If you haven't already, I encourage you to elect to receive documents from IVE Group electronically. It enables us to provide you with information more quickly and is consistent with our commitment to sustainable business practices. To update your preferences, contact our registry provider, Automic, on 1300 288 664 (within Australia) or +61 (8) 9324 2099 (outside Australia).

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 2026 AGM.

Yours faithfully,



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 **Wednesday, 25 November 2026 at 10:00am (Sydney time)** 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://us02web.zoom.us/webinar/register/WN_2Y16J4auSO-3Cjy9fc4hKg 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 Wednesday, 18 November 2026 by email: investors@ivegroup.com.au

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 2026.

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 2026 on the Company's website at 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 2026 Annual Report.

ITEMS FOR APPROVAL

Resolution 1. Re-Election of Director – James Todd

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

"That James Todd, 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. Election of Director – Mark Bayliss

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

"That Mark Bayliss, who retires in accordance with clause 7.1(c) of the Company's Constitution and being eligible, is 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 2026, as set out in the Directors' Report, is adopted."

The Remuneration Report is contained in the 2026 Annual Report (available at 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 2026 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. Issue of Rights under the IVE Group Equity Incentive Plan – Matthew Aitken (FY27 LTI)

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 280,898 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 4:

a. in favour of the resolution by or on behalf of Matthew Aitken or his 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 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 Shares under the IVE Group Equity Incentive Plan – Matthew Aitken (FY27 STI)

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 fully paid ordinary shares to Matthew Aitken up to the value of $125,000 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, 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 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 6; and

    ii. the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6. Non-Executive Director Fee Sacrifice Share Acquisition Plan

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 grant of share rights to Non-Executive Directors and their associates under the Non-Executive Director Fee Sacrifice Share Acquisition 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 6:

a. in favour of the resolution by or on behalf of any non-executive director of the Company who is eligible to participate in the Non-Executive Director Fee Sacrifice Share Acquisition 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 6:

a. as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or

b. as proxy for a person entitled to vote on Resolution 6 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 6; and

   ii. the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Darren Dunkley
Company Secretary

27 October 2026

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 Monday, 23 November 2026 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 Monday, 23 November 2026 (48 hours before AGM). Proxies must be received before that time by one of the following methods:

Online:	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post:	IVE Group Limited C/- Automic Group GPO Box 5193 Sydney NSW 2001 Australia
By facsimile:	+61 (0)2 8583 3040
By delivery:	Automic Group*
(in person)	Level 5, 126 Phillip Street Sydney NSW 2000
	* 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 Monday, 23 November 2026, 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 online at https://www.automicgroup.com.au/investor-services/how-do-i-appoint-a-corporate-representative

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, 5 and 6 then by submitting the proxy form you will be expressly authorising the Chair of the Meeting 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, 5, and 6, 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 Wednesday, 25 November 2026 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 1–6 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 1. Re-election of James Todd 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 3 years, whichever is longer.

In accordance with the Company's Constitution, James Todd will retire and stand for re-election as a Director of the Company, having been elected at the Company's 2023 AGM. If shareholders do not approve the re-election of James Todd, then James Todd will cease to be a Director at the conclusion of the Meeting.

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

James is Chairman of the Board and a member of the Nomination & Remuneration Committee.

James is an experienced company director, corporate adviser and investor. He commenced his career in investment banking and has taken active roles in a range of private and public companies. He was previously Managing Director of Wolseley Private Equity, an independent private equity firm he co-founded.

James holds a Bachelor of Commerce and a Bachelor of Laws from the University of New South Wales, and a Graduate Diploma of Applied Finance from the Financial Services Institute of Australasia (FINSIA), where he is a Fellow. He is also a member of the Australian Institute of Company Directors.

Prior to submitting himself for re-election, James has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

As communicated previously, the Board continues to implement its succession plan in a staged manner to ensure an orderly transition over the next two years. Four longstanding directors will step down progressively, providing continuity of governance and an effective transfer of corporate knowledge throughout the transition period. It is proposed that James Todd will retire from his role at the 2027 AGM.

The Board supports the re-election of James Todd as he will continue to contribute to the Board significant experience in financial, commercial and strategic disciplines.

The Directors, with James Todd abstaining, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 2. Election of Director – Mark Bayliss

The Board appointed Mark Bayliss as an independent Non-Executive Director of the Company on 1 March 2026 pursuant to clause 7.1(b) of the Constitution. In accordance with clause 7.1(c) of the Constitution, Mark retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

Prior to Mark's appointment, the Company completed background and screening checks including in relation to Mark's character experience and qualifications, criminal history, bankruptcy with no adverse findings.

The Board also considered whether Mark had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board considers that Mark Bayliss (if elected), will continue to be an independent Director.

Mark is Chair of the Nomination & Remuneration Committee of the Board.

Mark is a highly experienced senior executive with experience in a variety of C-suite roles across listed companies, private equity buyouts and turnarounds in Australia, New Zealand, UK and US. Mark's experience includes advertising and marketing services, media and publishing, retail, e-commerce, technology, manufacturing and logistics.

Mark was most recently Executive Chairman and CEO of ASX listed A2B Ltd, a leading personal transportation and technology provider. Previous ASX listed roles include executive Chairman of business technology group CSG Ltd, CEO of Grays eCommerce Group and CFO of Fairfax Media Ltd. Mark has extensive private equity experience and was one of the founding partners of Anchorage Capital Partners.

Mark has a Bachelor of Science from the London School of Economics and is a chartered accountant.

Prior to submitting himself for election, Mark has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the re-election of Mark Bayliss as he will continue to contribute to the Board significant experience in leadership, commercial negotiation and governance as well as complementing the skills of the existing directors.

The Directors, with Mark Bayliss abstaining, unanimously recommend 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 2026 (**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

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. Issue of Performance Share Rights under the IVE Group Equity Incentive Plan (FY26 LTI) – Matthew Aitken

Please refer to the Company's Remuneration Report in the 2026 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 4 seeks shareholder approval for the issue of up to 280,898 performance rights (**Performance Rights**) to Matthew (Matt) Aitken, a Director of IVE Group, under the Incentive Plan.

If shareholders approve Resolution 4, 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 components subject to EPS and ROIC performance conditions). The fair value for this grant is $1.78, with the number of Performance Rights granted rounded down to the next whole number.

It is proposed that Matt Aitken be granted up to 280,898 Performance Rights. This has been calculated by dividing the total value of $500,000 by $1.78 (fair value).

Performance Conditions

The Performance Rights are subject to three Performance Conditions:

1) 30% 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;

2) 40% of the Performance Rights are subject to a relative Total Shareholder Return (**TSR**) hurdle; and

3) 30% of the Performance Rights are subject to a Return on Invested Capital (**ROIC**) target.

Each Performance Condition will be tested over the three-year period commencing 1 July 2026 and ending on 30 June 2028 (**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 Underlying pre AASB16 Net Profit After Tax (**NPAT**) divided by the undiluted weighted average shares on issue throughout the performance period, using the following formula:

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

  (**Benchmark 1**);

- 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 FY27 grant are the companies who are included in the ASX Small Ordinaries Index at the commencement of the Performance Period excluding metals, minerals and mining companies. The TSR of each company will be measured from the start of the Performance Period to the end of the Performance Period (**Benchmark 2**); and
- The ROIC calculation will be based on the Company's full underlying financial year results (on a pre AASB16 basis). An increase of 3% or more above the actual IGL post tax WACC rate (per independent calculation i.e currently by Leaden Hall) will result in the vesting of 100% of that tranche of the performance rights. If the 3% increase is not achieved the full tranche of performance rights will lapse. The ROIC will be measured from the start of the Performance Period to the end of the Performance Period (**Benchmark 3**).

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:

30% of Performance Rights Earnings Per Share Target (EPS) ("Benchmark 1 Entitlement")		40% of Performance Rights Relative Total Shareholder Return (TSR) ("Benchmark 2 Entitlement")		30% of Performance Share Rights Return on Invested Capital Target (ROIC) ("Benchmark 3 Entitlement")	
EPS Target Range 3% – 5%	**Performance Share Rights**	**TSR growth**	**Performance Share Rights**	**ROIC**	**Performance Share Rights**
Less than 3% of target range achieved	Nil	Company ranks below 50th percentile	Nil	Less than 3% over WACC growth achieved	Nil
3.00 – 3.99% of target range achieved	50% vesting on straight-line basis	Company ranks at the 50th percentile	50%	At 3% or over of WACC growth achieved or exceeded	100%
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, Benchmark 2 and Benchmark 3 comprise the total Performance Conditions but act independently relative to their specific target component of 30%, 40% and 30% of Performance Rights, respectively.

Testing of the hurdles to measure Benchmarks 1, 2 and 3 will occur shortly after the end of the Performance Period and release of the Company's full year audited results in August 2029 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 4:

- 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 280,898 Performance Rights.
- Matt Aitken's current total remuneration package for FY27 comprises:
  - a fixed base salary of $1,000,000 (including superannuation);
  - a variable short-term incentive (bonus) of up to $500,000; and
  - a variable long-term incentive of up to $500,000 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 2026 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, and all 168,067 performance rights vested following release of FY24 financial results.
  - **FY23** – 111,111 performance rights granted, and all 111,111 performance rights vested following release of FY25 financial results.
  - **FY24** – 147,058 performance rights granted, of which 142,352 vested and 4,706 lapsed following the release of FY26 financial results.
  - **FY25** – 270,270 performance rights granted, testing and vesting following release of FY27 financial results.
  - **FY26** – 253,807 performance rights granted, testing and vesting following release of FY28 financial results.

  Further details are included in the Company's 2026 Remuneration Report contained within the 2026 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 $500,000.
- 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 4 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule, unless an exception applies.
- 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 4, 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 4.

Resolution 5. Issue of Shares under the IVE Group Equity Incentive Plan (FY27 STI) – Matthew Aitken

The Short-Term Incentive (**STI**) is the main tool for rewarding the current year's performance of the business. As outlined previously, the Board adjusted the STI structure in FY25 such that 25% of any STI payment awarded be delivered in fully paid ordinary shares. The change was made in conjunction with the introduction of minimum shareholding guidelines for senior leadership, including the Managing Director.

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 $125,000 worth of fully paid ordinary shares in the Company (**FY27 STI Shares**) to Matt Aitken, a Director of IVE Group, under the Incentive Plan.

The FY27 STI is an incentive payment and full payment is conditional on achievement of the following:

- The key financial performance target for the Group, specifically underlying pre AASB16 NPAT for the year in review;
- Individual financial and non-financial performance targets relevant to Matt Aitken's role as Managing Director which includes strategic and other measurements.

The Board will determine the FY27 STI payment for Matt Aitken by allocating a percentage weighting across the above measures at the end of FY27. The Board will assess the individual and collective performance against the STI measures and retains an overall discretion in relation to the assessment of performance, to consider, for example, overall performance and any changes to priorities.

Further information regarding the Company's Remuneration Policy is included in the Remuneration Report which forms part of the 2026 Annual Report.

If shareholders approve Resolution 5, the Company will be able to proceed with the issue of FY27 STI Shares 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.

Calculation of the Proposed Number of Shares

The number of FY27 STI Shares to be granted to Matt Aitken cannot be determined at this time but will be calculated in accordance with the formula set out below:

The number of FY27 STI Shares to be awarded will be 25% of the actual FY27 STI amount awarded divided by the 20 day VWAP of the Company's shares following the release of the FY27 results announcement.

Matt Aitken is eligible for a maximum FY27 STI of $500,000 (total STI payable at 100% achievement). Assuming Matt Aitken is awarded the total STI in August 2027 following the release of the Company FY27 results, $125,000 of the STI (being 25% of the total STI) will be paid in Shares and the remaining 75% of the STI will be paid in cash.

Any Shares allocated to Matt Aitken will be fully vested ordinary shares, and they will have no disposal or other conditions, as they will be delivered following testing of the STI performance targets.

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 6:

- Matt Aitken is a director of the Company and as such is a director for the purposes of ASX Listing Rule 10.14.1.
- The number of Shares to be granted to Matt Aitken cannot be determined at this time but will be calculated in accordance with the formula set out below:

  $125,000 (maximum value of shares to be issued) divided by the 20 day VWAP of the Company's shares following the release of the FY27 results announcement.

- Matt Aitken's current total remuneration package for FY27 comprises:
  - a fixed base salary of $1,000,000 (including superannuation);
  - a variable short-term incentive (bonus) of up to $500,000; and
  - a variable long-term incentive of up to $500,000 worth of Performance Rights.

Further information regarding Matt Aitken's remuneration is set out in the Company's Remuneration Report which forms part of the 2026 Annual Report.

- Matt Aitken received the following grants under the STI Plan:
  - 33,582 shares issued as part-payment for the FY25 STI, approved by shareholders at the 2025 AGM; and
  - 40,728 shares issued as part-payment of the FY26 STI, also approved by shareholders at the 2025 AGM.
- The STI Shares will be fully paid ordinary shares.
- The Shares will be issued to Matt Aitken on or about 30 August 2027 following the release of the Company's FY27 financial results, but in any event no later than 3 years after the date of the Meeting.
- The price at which the Company will issue the Shares will be determined by the 20 day VWAP of the Company's shares following the release of the Company's FY27 annual financial results. No cash consideration is payable by Matt Aitken for the Shares.
- No loans will be made in relation to the acquisition of the 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, unless an exception applies.
- 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 any Shares issued. 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. Non-Executive Director Fee Sacrifice Share Acquisition Plan

Resolution 6 seeks shareholders' approval for the grant of Share Rights to Non-executive Directors under the Non-Executive Director Fee Sacrifice Share Acquisition Plan (**NED Share Plan**) for FY27, FY28 and FY29.

To encourage greater equity ownership and drive improved alignment with shareholder interests, the Board introduced minimum shareholding requirements for Directors and put in place the NED Share Plan.

The NED Share Plan is a salary sacrifice plan that allows Non-executive Directors to sacrifice up to 100 per cent of their annual Non-executive Directors' fees to acquire Share Rights at the Value per Share Right as described below. Each Share Right is a right to receive a fully paid ordinary share in IVE Group, subject to the terms of grant.

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 6 seeks shareholder approval for the issue of Share Rights to Non-executive Directors under the NED Share Plan. A similar resolution was considered at the 2025 AGM. This resolution is included to accommodate the appointment of Mark Bayliss since that date. If approved, this resolution will enable the Company to issue shares to Mark under the NED Share Plan.

If shareholders approve Resolution 6, the Company will be able to proceed with the issue of securities under the NED Share Plan. The Company may satisfy the vesting of Share Rights by purchasing shares on-market or by issuing new shares.

Overview of the NED Share Plan

Under the NED Share Plan, each Non-executive Director may choose to sacrifice a portion of their fees to be used to acquire Share Rights (up to a maximum of 100 per cent of annual Non-executive Director fees). Share Rights will generally be granted twice a year, shortly following the announcement of the Company's half-year and full-year results in February and August respectively. Should any Non-executive Director participate for FY27, it is expected that the first grant will occur in late February 2027 under this approval.

The number of Share Rights received by a Non-executive Director will be calculated in accordance with the following formula:

$$\text{No. of Share Rights} = \frac{\text{Fees Sacrificed}}{\text{Value per Share Right}}$$

Where:

- Fees Sacrificed = the dollar value of the Non-executive Director's fees that have been sacrificed in respect of the relevant period to acquire Share Rights; and
- Value per Share Right = the volume weighted average price of IVE Group's shares for the twenty trading days after the release of the Company's half-year and full-year results in February and August respectively.

Each Share Right will, subject to compliance with IVE Group's Securities Dealing Policy, vest after the end of the following blackout period (i.e. Share Rights granted in February following the release of the half-year results will vest in late August after the end of the blackout period following the release of IVE Group's full-year results) and convert into a fully paid ordinary share subject to a dealing restriction (a Restricted Share).

The dealing restriction will end on the earliest of:

- the Non-Executive Director ceasing to be a Director of the Company;
- the end of the restriction time period nominated by the Non-Executive Director in their application for Share Rights (up to a maximum of 15 years from the date the Share Rights were granted); or
- the Board determining that the restriction period should end (for example, upon a change of control transaction or in exceptional circumstances applicable to an individual Director).

Non-Executive Directors do not have dividend or voting rights with respect to Share Rights until they have vested. Following vesting, the Restricted Shares acquired by Directors will rank equally (in relation to dividend and other rights) with other fully paid ordinary shares.

Upon retirement from the Board, Non-Executive Directors are entitled to retain any outstanding Share Rights, which will remain on foot and will vest in accordance with their original terms. There will be no restriction period applicable to the shares allocated in these circumstances. Any salary sacrifice contributions that have been deducted from a retiring Director and for which Share Rights have not been allocated will be repaid as normal fees less tax and, if applicable, superannuation contribution.

The Share Rights granted to Non-Executive Directors under the NED Share Plan will not be subject to performance conditions or service requirements that could result in potential forfeiture. This is in line with best practice governance standards, which recommend that Non-Executive Directors generally should not receive equity with performance hurdles attached as it may lead to bias in their decision making and compromise their objectivity.

If at any time the Board determines that the allocation of Share Rights or Restricted Shares would result in the Company breaching the Company's constitution, Company policy, any law, the ASX Listing Rules, or is otherwise inappropriate in the circumstances, the Board may defer the allocation of Share Rights or Restricted Shares until a more suitable time or, in the case of Share Rights, return the fees that have been salary sacrificed to the Non-executive Director.

Technical information for the purposes of the ASX Listing Rules

All Non-executive Directors currently in office may participate in the NED Share Plan. The current Non-Executive Directors are James Todd, Gavin Bell, Paul Selig, Sandra Hook, Cathy Aston, Andrew Bird and Mark Bayliss. No current or future Executive Director is eligible to participate.

The maximum number of shares that may be acquired by Non-Executive Directors under the FY27, FY28 and FY29 grants cannot be specified at this stage and will depend on the following factors:

- IVE Group's share price at the time of each allocation of Share Rights;
- the number of Non-Executive Directors in office from time to time;
- the portion of fees sacrificed by each Non-Executive Director in relation to each grant (capped at a maximum of 100 per cent of annual Non-Executive Director fees). The current Non-Executive Director fee pool is $1,000,000 per annum, which means that the maximum amount of fee sacrificed in one year is $1,000,000, if the whole Non-Executive Director fee pool was used; and
- the level of fees paid to Non-Executive Directors from time to time.

Non-Executive Directors are paid fees for their service as Directors. The Chair is paid $270,000 per annum and Non-Executive Directors are paid $120,000 per annum. The Chair of the Audit, Risk and Compliance Committee and the Chair of the Nomination and Remuneration Committee are each paid an additional $15,000 per annum. All fees are inclusive of superannuation.

The NED Share Plan was previously approved by shareholders at the 2025 Annual General Meeting, and is being considered again as Mark Bayliss has joined the Board since the initial approval. Since the initial approval 25,830 Shares Rights have been issued under the NED Share Plan – Gavin Bell has received 5,535 Share Rights, Sandra Hook has received 11,070 Share Rights and Catherine Aston has received 9,225 Share Rights. The Shares Rights were issued at a price of $2.71 each.

Share Rights are used as they provide immediate share price exposure and only provide participating Non-executive Directors with the full benefits of share ownership (such as dividend and voting rights) once they convert to Shares.

No loans will be made available in relation to the allocation of Share Rights or shares under the NED Share Plan.

Details of any securities issued under the NED Share Plan will be published in each Annual Report of the Company relating to a period in which securities have been issued and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the NED Share Plan after this resolution is approved, and who were not named in the Notice of Meeting, will not participate until approval is obtained under that rule unless an exception applies.

If shareholder approval is obtained, Share Rights will be granted to satisfy FY27, FY28 and FY29 allocations under the NED Share Plan, with all Share Rights to be granted by 25 November 2029, being three years following the date of this Meeting. It is intended that the NED Share Plan may operate indefinitely, and therefore shareholder approval will need to be refreshed for grants made after FY29 if the NED Share Plan remains in place. If shareholder approval is not obtained, the approval from the 2025 Annual General Meeting will remain on foot and Mark Bayliss will not be able to participate in the NED Share Plan.

A voting exclusion statement is set out in the Notice of Meeting.

Because the Non-Executive Directors have a personal interest in the subject of this resolution, the Non-Executive Directors have abstained from making a recommendation to shareholders in relation to this resolution. The remaining Director recommends that Shareholders vote in favour of Resolution 6.

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 (www.ivegroup.com.au).

Feature	Terms of the IVE Group Equity Incentive Plan
Eligibility	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.
Types of security	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: • performance share rights • options • restricted shares 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 dealing 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.
Offers of equity	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.
Consideration payable	Unless the Board determines otherwise, no payment is required for a grant of a performance right or option under the Incentive Plan.
Vesting	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. 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.

Feature	Terms of the IVE Group Equity Incentive Plan
Rights attaching to performance share rights, shares and options	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. 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: (i) an entitlement to receive any dividend paid in relation to those Shares; (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; (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 (iv) if rights arise on a rights issue in respect of the Shares, the Participant may deal with or exercise those rights.
Cessation of employment	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. 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.
Clawback of equity	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.
Change of control	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.
No hedging	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.

Feature	Terms of the IVE Group Equity Incentive Plan
Discretion of the Board	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.
Legal compliance	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: (a) contravene the Corporations Act, the Listing Rules, or any other applicable laws; or (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.
Offers are Personal	Unless otherwise determined by the Board, any Offer made to an Eligible Employee: (a) is personal to that person; (b) can only be accepted by that person; and (c) will not be transferable, transmissible or assignable.
Other terms	The Incentive Plan Rules contain terms for dealing with administration, variation, suspension and termination of the Incentive Plan.