

IVE Group Limited

ABN 62 606 252 644

Notice of Annual General Meeting

Tuesday, 23 November 2021

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22 October 2021

Dear Shareholder,

On behalf of the Board of IVE Group Limited (**IVE Group**), I am pleased to invite you to attend the 2021 Annual General Meeting (**AGM**) of IVE Group. Enclosed is the Notice of Meeting setting out the business of the AGM.

IVE Group's 2021 AGM will be held on Tuesday, 23 November 2021 commencing 10:00am (Sydney time) via an online platform at <https://agmlive.link/IGL21>.

IVE Group continues to monitor the ongoing risks from the COVID-19 outbreak. In the interests of the health and safety of shareholders, our people and other potential attendees and given the uncertainty regarding the rules which may be in place at the time of the meeting relating to in-person gatherings, the Board has decided to hold this year's meeting as an online (virtual) meeting.

Our AGM will provide you with similar opportunities as you would have attending a meeting in person. You will be able to view presentations, as well as vote and ask questions live during the meeting if you attend via the online platform. A telephone line will also be made available for shareholders to listen to the meeting live and ask questions.

Further details on how to participate in the AGM online are set out in the attached Notice of Meeting and the *Virtual Meeting Online Guide* which is available on our website. The Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully logging in and navigating the site. The Guide will be released to the ASX and is also available on our website at <https://investors.ivegroup.com.au/Investor-Centre/?page=annual-general-meetings>.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider lodging a directed proxy in advance of the meeting by following the instructions on the 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, with the exception of Resolution 4 which the Directors recommend shareholders vote against.

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 Link Market Services on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia).

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.

Thank you for your continued support of IVE Group and I look forward to welcoming you to our 2021 AGM.

Yours faithfully,



Geoff Selig
Executive Chairman

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Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of IVE Group Limited (**IVE Group** or **Company**) will be held as a virtual meeting on **Tuesday, 23 November 2021 at 10:00am (Sydney time)**. Shareholders can participate in the AGM at <https://agmlive.link/IGL21>.

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 and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide.

The Virtual Meeting Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The Virtual Meeting Online Guide will be released to the ASX and is also available on our website at <https://investors.ivegroup.com.au/Investor-Centre/?page=annual-general-meetings>.

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), which is printed at the top of their Proxy Form, along with their postcode.

Proxyholders will need a proxy number to log in. This will be provided by the share registry via email within 24 hours prior to the Meeting.

Shareholders will need to contact Link Market Services on +61 1800 990 363 prior to 5:00pm (Sydney time) on 19 November 2021 to obtain a personalised PIN number in order to ask a question via telephone.

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 the external auditor in advance of the AGM, questions must be received no later than 5:00pm (Sydney time) on Tuesday, 16 November 2021.

- **Email:** investors@ivegroup.com.au; or
- **Online:** www.linkmarketservices.com.au – Please log in, 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 Chairman 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 Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company:

- **Online:** Shareholders and proxyholders who are participating online will be able to ask a question by following the prompts in the online platform.
- **Telephone:** Shareholders and proxyholders who are unable or do not wish to access the meeting online, will be able to listen to the meeting live and ask questions on the telephone, but not vote. Shareholders will need to contact Link Market Services to pre-register on +61 1800 990 363 prior to 5:00pm (Sydney time) on 19 November 2021 to obtain a personalised PIN number in order to access the meeting via telephone.

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During the Meeting, the Chairman will also give shareholders 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.

LODGEMENT OF PROXY VOTING INSTRUCTIONS RECOMMENDED

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where considered appropriate, the Chairman may continue to hold the AGM and transact business including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a directed proxy even if they plan to attend the AGM online.

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 2021.

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 2021 on the Company's website at www.ivegroup.com.au.

ITEMS FOR APPROVAL

Resolution 1. Re-Election of Director – Geoff Selig

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

"That Geoff Selig, who retires in accordance with clause 7.1(d) of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

Resolution 2. Election of Director – Catherine (Cathy) 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(c) of the Company's Constitution and being eligible for election, 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 2021, as set out in the Directors' Report, is adopted."

The Remuneration Report is contained in the 2021 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 2021 Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or

Notice of Annual General Meeting (cont.)

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- 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.

Resolution 4. Spill Resolution (Conditional Item)

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

"That, subject to and conditional on at least 25% of the votes validly cast on Resolution 3 being cast against the adoption of the Company's Remuneration Report for the year ended 30 June 2021:

- a. *an extraordinary general meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;*
- b. *all of the directors in office when the Directors' Report for the year ended 30 June 2021 was approved and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c. *resolutions to appoint persons to office that will be vacated immediately before the end of the Spill Meeting are put to the vote at the Spill Meeting."*

Note: Resolution 4 is subject to the result of Resolution 3. This resolution will only be put to the AGM if at least 25% of the votes validly cast on Resolution 3 are against that resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4:

- a. by or on behalf of a member of the KMP whose remuneration details are included in the 2021 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 4:

- a. in accordance with a direction in the proxy form; or
- b. by the chair of the Meeting of the meeting pursuant to an express authorisation to exercise the proxy.

Resolution 5. Issue of Performance Rights under the IVE Group Equity Incentive Plan – Geoff Selig

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 168,067 performance share rights to Geoff Selig 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 Mr Geoff Selig, Mr Paul Selig 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,

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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 Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman 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. Approval to issue securities under the IVE Group 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 6:

- a. in favour of the resolution 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:

- 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 a proxy for a person entitled to vote on Resolution 6 by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman 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.

The Non-Executive Directors are ineligible to participate in the IVE Group Equity Incentive Plan and this is the only employee incentive scheme. As a result, Non-Executive Directors will not be excluded from voting on Resolution 6.

By Order of the Board



Darren Dunkley
Company Secretary

22 October 2021

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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, 21 November 2021 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, only the vote of the joint holder whose name appears first on the register will be counted.

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, 21 November 2021 (48 hours before AGM). Proxies must be received before that time by one of the following methods:

- 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*
Level 12
680 George Street
Sydney NSW 2000
- * during business hours Monday to Friday (9:00am to 5:00pm)
and subject to public health orders and restrictions

Online: www.linkmarketservices.com.au

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, 21 November 2021, 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.

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IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman 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 Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

Voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

Shareholders participating in the Meeting online should refer to the Virtual Meeting Online Guide for details of how to vote in real time, via the online platform. The Virtual Meeting Online Guide is available on the ASX Announcements Platform and on our website at <https://investors.ivegroup.com.au/Investor-Centre/?page=annual-general-meetings>.

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 the 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 Chairman of the Meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

Notice of Annual General Meeting (cont.)

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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, 23 November 2021 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 Resolutions 1, 2, 3, 5 and 6 and against Resolution 4. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution except Resolution 4 where he will vote against.

All resolutions are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution. If 25% or more of the votes validly cast on Resolution 3 are against it, the conditional spill resolution (Resolution 4) will be put to the AGM.

Resolution 1. Re-Election of Director – Geoff Selig

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, Geoff Selig will stand for re-election as an Executive Director of the Company, having last been elected at the Company's 2018 AGM. If shareholders do not approve the election of Geoff Selig then Geoff Selig will cease to be a Director at the conclusion of the Meeting.

Geoff is the Executive Chairman of the Company and has been a director of the Group since November 2012. Geoff has over 30 years' experience in the marketing communications sector. Geoff was managing director of the IVE Group prior to moving into the role of Executive Chairman following the Company's listing on the ASX in December 2015. As Geoff is an executive of the Company, the Board does not consider him to be independent. Nevertheless, given his considerable experience and skills, the Directors consider that he adds significant value to the Board.

Geoff is a director Caxton Group and Caxton Print Holdings, and also sits on the board of The Lysicrates Foundation. He was the State President of the NSW Liberal Party from 2005-8.

Geoff holds a Bachelor of Economics from Macquarie University and is a member of the Australian Institute of Company Directors.

Prior to submitting himself for re-election, Geoff 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 Geoff Selig as he will continue to contribute to the Board significant experience in the industries in which IVE Group operates, marketing communications, commercial negotiation and governance as well as complementing the skills of the existing directors.

The Directors, with Geoff Selig abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2. Election of Director – Catherine (Cathy) Aston

The Board appointed Cathy Aston as an independent Non-Executive Director of the Company on 15 December 2020 pursuant to clause 7.1(b) of the Constitution. In accordance with clause 7.1(c) of the Constitution, Cathy retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

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

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The Board also considered whether Cathy 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* (4th edition) (**ASX Principles**). The Board considers that Cathy Aston (if 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 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 a Non-executive Director and Chair of Audit and Risk Committee for Over The Wire (ASX: OTW), a Non-executive Director of Virtus Health Ltd (ASX: VRT), a Non-executive Director of Macquarie Investment Management, a Non-executive Director and Chair of the Risk Committee for IMB Bank and a member of the advisory board for Avanseus.

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 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 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 Cathy Aston 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 (**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 Chairman of the Meeting will give shareholders 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.

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In response to the ‘first strike’ received at 2020 Annual General Meeting, the Company has consulted with both investors and proxy advisors to understand their views on the Remuneration Report. Representatives of the majority of the shares which were voted against adoption have informed us that the reasons they voted against adoption were not primarily related to the Remuneration Report. We did however receive some feedback from a limited number of shareholders and proxy advisors in relation to the Remuneration Report. Key aspects of this feedback and the actions we propose to take in response are set out below.

Remuneration element	Issue raised	Response
Remuneration quantum	Senior executive and director remuneration is high relative to EPS growth	The Board feels remuneration levels are appropriate for the size and complexity of the Company. Executive remuneration has been externally benchmarked and there has only been one increase to director fees since the Company listed in 2015 (some feedback incorrectly suggested there had been two increases)
	Remuneration reductions in FY20 should have been higher	The reductions were voluntary and the Board feels they were appropriate in the circumstances
STI	The specific performance conditions for the STI should be disclosed	The STI was suspended in FY20 and no payments were made. The performance conditions for the FY21 STI are included in the Remuneration Report
LTI	The EPS growth performance condition for the LTI is not sufficiently challenging	The Board feels that the performance condition is appropriate in the context of the current challenging market conditions

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 unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 4. Spill Resolution (Conditional Item)

Resolution 4 is a conditional item of business and is subject to the result of Resolution 3.

Resolution 4 (**Spill Resolution**) is required to be included in this Notice of Meeting under the Act because the adoption of the Remuneration Report contained in the Company’s 2020 Annual Report was not approved by more than 75% of the votes validly cast on that resolution at the 2020 Annual General Meeting.

If, at this AGM, more than 25% of the votes validly cast on Resolution 3 are against the adoption of the Remuneration Report, then the Company is required to put the Spill Resolution to a vote.

To allow the Company to progress the business of this AGM without the need for any adjournment to consider the results of the vote on Resolution 3, the Company will proceed to put the Spill Resolution to a vote on a conditional basis. A contingent poll will be held on this basis. The result of the vote on the Spill Resolution will only be relevant if Resolution 3 is not approved by more than 75% of the votes cast. Conversely, if Resolution 3 is approved by more than 75% of the votes cast, the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

Majority required for Spill Resolution

The Spill Resolution will only be passed if an ordinary majority (more than 50%) of the votes validly cast on it are in favour of the Spill Resolution. If the Spill Resolution is valid and carried, a Spill Meeting must be held within 90 days of the passing of the Spill Resolution.

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The Spill Meeting

If the Spill Resolution is passed and a Spill Meeting is therefore held, all Directors would cease to hold office immediately before the end of the Spill Meeting (unless they are re-elected at Spill Meeting), pursuant to section 250V(1)(b)(i) of the Act. As at the date of this notice of meeting the Directors are:

- Geoff Selig*
- Gavin Bell
- James Todd
- Sandra Hook
- Paul Selig
- Cathy Aston*

* Standing for re-election at this AGM.

Each of these Directors is eligible to stand for re-election at the Spill Meeting and has indicated that he or she would intend to seek re-election if a Spill Meeting occurred.

The Spill Meeting, if required, will be subject to separate notice in accordance with the Constitution of the Company and the Corporations Act. Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

*The Directors unanimously recommend that Shareholders **vote against** Resolution 4. The Board considers that the current Directors have the right mix of skills and experience to best govern the Company, and that changes to the Board composition would be destabilising, particularly for Management and may signal an undue risk to clients, key suppliers and the investor community. A Spill Meeting would likely cause significant distraction to the Company and incur additional expenses in a period when the Company needs full focus on meeting the challenges of the current business and pandemic environment.*

Resolution 5. Issue of Performance Rights under the IVE Group Equity Incentive Plan – Geoff Selig

Please refer to the Company's Remuneration Report in the 2021 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 168,067 performance rights to Geoff Selig, a Director of IVE Group, under the IVE Group Equity Incentive Plan (**Incentive Plan**) (**Performance Rights**).

If shareholders approve Resolution 5, the Company will be able to proceed with the issue of Performance Rights to Geoff Selig 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 Geoff Selig.

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 Geoff Selig.

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 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 \$1.19, with the number of Performance Rights granted rounded down to the next whole number.

It is proposed that Geoff Selig be granted up to 168,067 Performance Rights. This has been calculated by dividing the total value of \$200,000 by \$1.19 (fair value).

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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 2021 and ending on 30 June 2024 (**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 Relative 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 FY22 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 (EPS) Target (‘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 Hurdle will occur shortly after the end of the Performance Period and release of the Company's full year audited results in August 2024 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,

Notice of Annual General Meeting (cont.)

Tuesday, 23 November 2021

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.

Vested Performance Rights will automatically exercise, convert into IVE Group Shares and be allocated to Geoff Selig:

- if the Vesting Date occurs in a Trading Window (as defined in the Company's Securities Dealing Policy), on the Vesting Date; or
- if the Vesting Date occurs in a Blackout Period (as defined in the Company's Securities Dealing Policy), upon the first day of the next Trading Window following the Vesting Date,

(the **Conversion Date**).

On the Conversion Date, vested Performance Rights will 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).
- In the event, in the Board's opinion, there is the likely result of a change in the control (as defined in the Incentive Plan rules) of the Company, the Board has discretion to determine that all or a specified number of the Performance Rights vest.
- 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 Geoff Selig 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 Geoff Selig's employment is terminated for cause or he resigns (or gives notice of his resignation) prior to the Conversion Date, all of his unvested Rights will lapse; or
 - if Geoff Selig ceases employment for any other reason prior to the Conversion Date, 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:

- Geoff Selig's current total remuneration package for FY22 comprises:
 - a fixed base salary of \$952,000 (including superannuation);
 - a variable short-term incentive (bonus) of up to \$200,000; and
 - a variable long-term incentive of up to \$200,000 worth of Performance Rights, the subject of this resolution.

Notice of Annual General Meeting (cont.)

Tuesday, 23 November 2021

Further information regarding Geoff Selig's remuneration is set out in the Company's Remuneration Report which forms part of the 2021 Annual Report.

- The following securities have been previously issued to Geoff Selig for nil average acquisition price under the Incentive Plan:
 - **2017** – 32,817 performance rights granted for Geoff Selig's FY17 award. Of these, 7,032 Shares were issued in FY20 on vesting and the remaining 25,785 unvested performance rights lapsed;
 - **2018** – Nil performance rights granted;
 - **2019** – 130,718 performance rights granted, and all 130,718 performance rights lapsed following the release of FY21 financial results; and
 - **2020** – 147,058 performance rights granted, vesting following release of FY22 financial results.
 - **2021** – 384,615 performance rights granted, vesting following release of FY23 financial results.

Each of the above grants received approval by IVE Group shareholders in general meeting. Full details of these grants are included in the Company's 2021 Remuneration Report contained within the 2021 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 \$200,000.
- The Performance Rights will be issued to Geoff Selig 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 Geoff Selig 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 Geoff Selig.
- 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 12-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 (apart from Geoff Selig), who do not have an interest in the outcome of the resolution, unanimously recommend that Shareholders vote in favour of Resolution 5.

Notice of Annual General Meeting (cont.)

Tuesday, 23 November 2021

Resolution 6. 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 (**Plan**) were set out in the Company's Prospectus released to ASX on 16 December 2015. The Plan was subsequently approved by shareholders at the 2018 AGM.

If the Plan is approved by shareholders, issues of securities under the 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 6, the issue of securities under the Plan will be included in calculating the Company's 15% capacity in ASX 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 Plan does not exceed the maximum number of securities proposed to be issued as set out in this Notice under Resolution 6; and
- there is no material change to the terms of the Plan.

Background

In the lead up to the Company's IPO in 2015, the Company's Board of Directors established an Equity Incentive Plan. The objective of the 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 Plan will most often be used as long-term incentives for senior management, including executive directors, however the Plan may also be used for other offers to staff including broad-based incentive plans. Under the 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 (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 Plan is set out in Attachment A.
- a total of 3,708,620 equity securities have been issued under the Plan since it was last approved at the Company's AGM on 20 November 2018.
- subject to shareholder approval, the maximum number of equity securities proposed to be issued under the Plan is 7,175,447, 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 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).
- a voting exclusion statement is included in the Notice.

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

Notice of Annual General Meeting (cont.)

Tuesday, 23 November 2021

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 related bodies corporate (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	<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"> • performance share rights • options • restricted shares. <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 and restricted shares are an entitlement to receive an ordinary Share for no consideration upon satisfaction of specified conditions. Unless otherwise specified in an offer document, the Board has the discretion to settle performance rights or options with a cash equivalent payment.</p>
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, option or restricted share under the Incentive Plan.
Vesting	<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>

Notice of Annual General Meeting (cont.)

Tuesday, 23 November 2021

Feature	Terms of the IVE Group Equity Incentive Plan
Rights attaching to performance share rights, shares and options	<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"> 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	<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>
Clawback of equity	<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 gross misconduct or has acted in a manner that has brought the Company or its related bodies corporate into disrepute, or there is a material financial misstatement, or the Company is required or entitled under law or Company policy to reclaim remuneration from the Participant, 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>
Change of control	<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 or cease to be subject to restrictions unless the specific terms of the relevant offer specify otherwise.</p>
No hedging	<p>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.</p>

Notice of Annual General Meeting (cont.)

Tuesday, 23 November 2021

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	<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"> 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	<p>Unless otherwise determined by the Board, any Offer made to an Eligible Employee:</p> <ul style="list-style-type: none"> 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 the usual terms for dealing with administration, variation, suspension and termination of the Incentive Plan.

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IVE Group Limited
ABN 62 606 252 644

LODGE YOUR VOTE



ONLINE
www.linkmarketservices.com.au



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
Level 12, 680 George Street, Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions



ALL ENQUIRIES TO
Telephone: 1300 732 806 Overseas: +61 1300 732 806

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 above by **10:00am (AEDT) on Sunday, 21 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE
www.linkmarketservices.com.au

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).

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

If your appointed proxy does not attend the Meeting or does not vote on a poll in accordance with a direction given, the proxy will default to the Chairman of the Meeting. Any directed proxies that default to the Chairman of the Meeting will be required to be voted as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted in accordance with 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 Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at 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.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

PROXY FORM

I/We being a member(s) of IVE Group Limited (Company) 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 and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 23 November 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/IGL21> (refer to details in the Notice of Meeting and Virtual Meeting Online Guide).

Important for Resolutions 3, 4, 5 & 6: 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 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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 .

The Chairman of the Meeting intends to vote all available proxies in FAVOUR of Resolutions 1, 2, 3, 5 and 6 and AGAINST Resolution 4 (if required).

Resolutions

1 Re-Election of Director – Geoff Selig

2 Election of Director – Catherine (Cathy) Aston

3 Remuneration Report

CONTINGENT RESOLUTION

Note: Item 4 will only be considered at the Annual General Meeting if the condition described in the Notice of Meeting is satisfied.

4 Spill Resolution (Conditional Item)

5 Issue of Rights under the IVE Group Equity Incentive Plan – Geoff Selig

6 Approval to issue securities under the Equity Incentive Plan

	Chairman	For	Against	Abstain*
1	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	FOR	<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

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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