



ASX Release

CHAIRPERSON'S ADDRESS & COMPANY PRESENTATION AT ANNUAL GENERAL MEETING

Melbourne, Australia, 24 April 2024: Vinyl Group Ltd (ASX: VNL), Australia's only ASX-listed music Company, is pleased to present a copy of the Chairperson's Address to be delivered at Vinyl Group's Extraordinary General Meeting being held today. The Company will also present the Quarterly Update released to the market this morning.

Authorisation and Additional Information:

This announcement was authorised by the Board of Vinyl Group Ltd

Vinyl Group Investor Relations:

E: investors@vinyl.group

-Ends-

ABOUT VINYL GROUP

Vinyl Group is the heartbeat of an equitable music world, providing tech solutions that connect and give credit to the creator economy. The Company's diverse portfolio has touchpoints across all corners of the global music ecosystem, empowering everyone from creators to consumers. Vinyl.com offers a world-class ecommerce experience including over 50K titles for fans to support their favourite artists. Vampr is a leading dedicated social-professional networking platform and talent marketplace, allowing 1.3M creators to discover collaborators and monetise their work in over 180 countries. Jaxsta is the world's largest and only database of official music credits with over 380M verified credits to streamline revenue opportunities for businesses in the music industry. The Brag Media is Australia's largest creator of premium youth content and events and publishes iconic titles including Rolling Stone AU/NZ, Variety Australia, TheBrag.com, The Music Network, Tone Deaf, and more.



Welcome:

To all participating shareholders in attendance, welcome to this general meeting of Vinyl Group Ltd. My name is Linda Jenkinson, and I am chairperson of the company.

I'd like to begin by acknowledging the Traditional Owners of the lands on which we all meet today and pay my respects to Elders past, present and emerging.

I would like to introduce my fellow director Ken Gaunt in the room and Steve Gledden and Ben Katovsky online. Our Company Secretary Jorge Nigaglioni is also present online.

Also in the audience today, is our CEO Josh Simons and on behalf of everyone, I welcome our shareholders to this meeting.

Opening:

I am informed that a quorum of members is present, and take pleasure in declaring this meeting open.

Agenda:

We will cover through the procedure for registration & voting and move to the resolutions presented for shareholder approval. At that time the formal business of the meeting will be called to a close.

Our CEO Josh will then provide an update on the progress over the last quarter and the year so far and talk more about the strategy of the business going forward.

Chair Address:

Over the last quarter we have integrated our last acquisition, The Brag Media, into our portfolio, bringing additional platforms to expand our reach in the larger media and cultural space. This is a further step in the move to grow and achieve a long term sustainable portfolio that drives returns for growth to shareholders.

The last 2 years have been a continued period of significant change for our organisation and we continue to advance closer to our transformation goal. The acquisitions and the investment into our Vinyl.com consumer experience are yielding the necessary growth to optimise our cost structure and position the Company to reach the next phase of its lifecycle. The Board and management team are committed to the full execution of this plan and to bring Vinyl Group and its shareholders the value we all know can be achieved by this business.



ASX:VNL EGM Official Business
24 April 2024

Welcome

Agenda

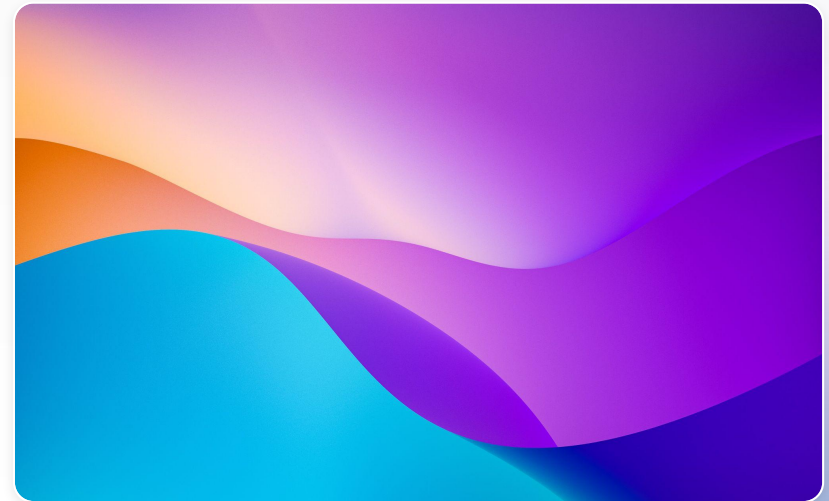
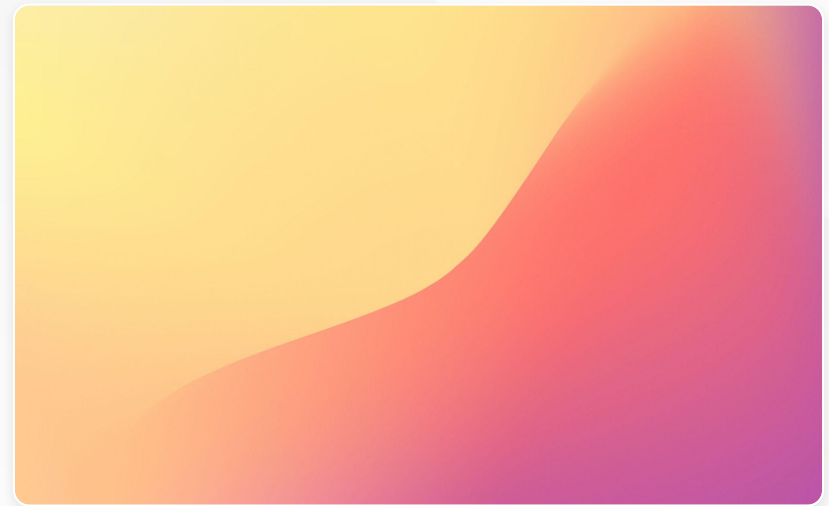
Welcome

Registration and Voting

Resolutions

Meeting Close

Company Presentation



RESOLUTION #1

RATIFICATION OF PRIOR
ISSUE OF SECURITIES
(CONVERTIBLE NOTE
CONVERSION)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 269,185 fully paid ordinary shares in Vinyl Group Ltd at an issue price of 5 cents per share, on the terms and conditions set out in the Explanatory Memorandum.”

		Votes	% of Votes			Votes	% of Votes
Resolution #1	For	55,282,745	99.40%	Discretionary	29,833	0.05%	
	Against	335,804	0.60%	Abstain	88,826		

RESOLUTION #2

RATIFICATION OF PRIOR
ISSUE OF SECURITIES
(PLACEMENT)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue on 31 January 2024 of a total of 90,240,674 fully paid ordinary shares in Vinyl Group Ltd at an issue price of 4.482 cents per share to Realwise Group Holdings Pty Ltd (Realwise), on the terms and conditions set out in the Explanatory Memorandum.”

		Votes	% of Votes			Votes	% of Votes
Resolution #2	For	73,060,145	99.91%	Discretionary		27,025	0.04%
	Against	65,022	0.09%	Abstain		104,210	

RESOLUTION #3

ISSUE OF SECURITIES (CONVERTIBLE NOTE)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve the issue of a Convertible Note (Realwise Convertible Note) as of the date of this Meeting to Realwise and the issue of the maximum number of 155,185,475 fully paid ordinary shares in Vinyl Group Ltd at an issue price of 4.482 cents per share on conversion of the Realwise Convertible Note, on the terms and conditions set out in the Explanatory Memorandum.”

		Votes	% of Votes			Votes	% of Votes
Resolution #3	For	72,532,758	99.14%	Discretionary	27,745	0.04%	
	Against	626,431	0.86%	Abstain	69,378		

RESOLUTION #4

APPROVAL OF ACQUISITION OF RELEVANT INTEREST IN SHARES BY REALWISE ON CONVERSION OF THE CONVERTIBLE NOTE

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

“That, for the purposes of item 7 of section 611 of the Corporations Act and for all other purposes, approval be given for the increase in the relevant interest of Realwise and its associates (as defined in the Corporations Act) as a result of the issue of the Realwise Convertible Note and as a result of the issue of the Shares on conversion of the Realwise Convertible Note which, in addition to the 140,240,674 shares already held by Realwise and its associates, it will result in Realwise’s voting power increasing from 19.98% to approximately 34.47%, on the terms and conditions set out in the Explanatory Memorandum.”

		Votes	% of Votes			Votes	% of Votes
Resolution #4	For	72,521,928	99.15%	Discretionary	27,745	0.04%	
	Against	621,967	0.85%	Abstain	84,672		

Meeting Close