



21 October 2024

Annual General Meeting of Candy Club Holdings Limited

To be held on 21 November 2024 at 10:00 am (AEDT)

Dear Shareholder

You are invited to attend the Annual General Meeting of the shareholders of Candy Club Holdings Limited (**Company**) (ASX:CLB) to be held on Thursday 21 November 2024 at 10:00 am (AEDT) virtually via a Zoom facility.

Virtual Meeting Registration

Shareholders intending to attend the Meeting are required to register their intention to do so by 10:00 am (AEDT) on Tuesday 19 November 2024 by sending an email with their full name and registered address to:

catriona.glover@tearum.com.au

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Meeting. The Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

In accordance with Section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has requested a hard copy. You will be able to access the Meeting materials online at the Company's website www.candyclublimited.com.au

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice.

Alternatively, a complete copy of the Meeting materials has been posted on the Company's ASX market announcements page.

The online access is via the ASX announcement portal at:

Candy Club Holdings Limited
ACN 629 598 778
Ph: 03 8678 4091
Level 2, 350 Kent St, Sydney NSW 2000.
<http://www.candyclublimited.com.au>

For personal use only

<https://www.asx.com.au/asx/share-price-research/company/CLB>.

If any shareholder requires a copy to be mailed to them, please contact Ms Catriona Glover via email, Catriona.glover@tearum.com.au



Catriona Glover

Company Secretary

For personal use only

**CANDY CLUB HOLDINGS LIMITED
ACN 629 598 778 (“Company”)**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND EXPLANATORY MEMORANDUM**

**For an Annual General Meeting of Shareholders to be held on
Thursday 21 November 2024 at 10:00am (AEDT)**

The Annual General Meeting of the Company (AGM) will be held virtually via Zoom facility, If you are a shareholder who wishes to attend and participate in the virtual Meeting, please register in advance as per the instructions outlined in this Notice of meeting. Shareholders are strongly encouraged to lodge their proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications to the Corporations Act 2001(Cth) which provide for the permanent relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Meeting or Explanatory Memorandum (AGM Materials) will be circulated unless shareholders have elected to receive the AGM Materials in paper form. The Notice of Meeting is also available on the ASX Announcement platform and on the Company’s website <https://candyclublimited.com.au>.

Important Information for Shareholders about the Company's 2024 AGM

This Notice is given based on circumstances as at 18 October 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.candyclublimited.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

Notice is hereby given that an Annual General Meeting (AGM or Meeting) of shareholders of Candy Club Limited (the Company) will be held virtually via Zoom facility on 21 November 2024 at 10:00am (AEDT).

The Meeting is being held virtually. The Company intends to conduct a poll on the resolutions in the Notice using the proxies filled prior to the Meeting, Shareholders are therefore encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge a proxy please follow the instructions below and on your personalized proxy form.

Shareholder attending the AGM virtually will be able to ask questions and the company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions. The virtual AGM can be attended using the following details:

WHEN:

21 November 2024 at 10:00am (AEDT).

REGISTER IN ADVANCE FOR THE MEETING:

Shareholders intending to attend the Meeting via Zoom facility are required to register their intention to do so by 10:00am (AEDT) on Tuesday, 19 November 2024 by sending an email with their full name and registered address to the Company Secretary at catriona.glover@tearum.com.au

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Meeting. The Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

VOTING:

Online voting registration will commence 30 minutes prior to the start of the AGM.

The Company is happy to accept and answer questions submitted prior to the meeting by email to the Company Secretary. The Company will address relevant questions during the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the AGM online should monitor the Company's website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at <https://www.asx.com.au/> (ASX:CLB) and on its website at <https://candyclublimited.com.au>.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.
Proxy Forms received later than this time will be invalid.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative must provide adequate evidence of their appointment to meetings@automicgroup.com.au, unless this has previously been provided to the Share Registry.

BUSINESS OF THE MEETING

Agenda

Financial Statements and Reports

To receive and consider the Reports of the Directors and the Auditors, and the Financial Statements for the period ended 30 June 2024.

A copy of the Company's 2024 Annual Report (including the Reports of the Directors and Auditors, and the Financial Statements for the period ended 30 June 2024) is available to download from <https://www.asx.com.au/>

Shareholders may also download these documents electronically at the following website: www.candyclublimited.com.au

Note: This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolution 1 – Adoption of the Remuneration Report

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

“That the Remuneration Report for the financial period ended 30 June 2024 be adopted.”

A voting exclusion applies to this resolution as set out below.

Resolution 2 - Election of Mr Gregory Starr as a Director

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

“That, for the purposes of Article 108.2 of the Constitution and for all other purposes, Mr Gregory Starr retires and being eligible for election, is hereby elected as a director of the Company.”

VOTING EXCLUSION STATEMENT

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report, or a closely related party of that member.

The Company will disregard any votes cast on Resolution 1 by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast). The Company will disregard any votes cast on Resolution 1 as proxy by a person who is a member of the Key Management Personnel on the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote, if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1 or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

DISPATCH OF NOTICE OF MEETING

In accordance the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Company has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Company does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 10:00am (AEDT) on 19 November 2024 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

ADMISSION TO MEETING

Corporate representatives are required to bring appropriate evidence of appointment as a representative in accordance with the constitution of the represented company. Attorneys are requested to bring the original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

PROXIES

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact the Company Secretary.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 10:00am (AEDT) on 19 November 2024 by post, email or fax to the Company's registered office, as listed below:

Hand Delivery
Automic Pty Ltd
Level 5
126 Phillip Street,
Sydney NSW 2000

By Mail
Automic Pty Ltd
GPO Box 5193
Sydney NSW 2001

BODY CORPORATE REPRESENTATIVES

A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.

A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.

To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.

The certificate or equivalent document must be produced prior to the meeting.

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the Annual General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

By Order of the Board

Gary Simonite
Director
18 October 2024

Explanatory Memorandum

These Explanatory Notes set out information in connection with the business to be considered at the 2024 Annual General Meeting to be held on 21 November 2024. As the Company changed its financial year so that it ends on 30 June 2024, it is a requirement of the Corporations Act that the Company hold an Annual General Meeting before the end of November.

ORDINARY BUSINESS

Financial Statements and Reports

The Corporations Act requires that the reports of the Directors, Auditor and the financial statements of the Company (collectively the “Annual Report”) be laid before shareholders at the Annual General Meeting. The Corporations Act does not require a vote of shareholders on these reports or statements.

The 2024 Annual Report was released to the ASX on 29 August 2024. As a result of the legislative changes, the 2024 Annual Report has not been automatically mailed to all Shareholders. The 2024 Annual Report can be accessed on the ASX website at <https://www.asx.com.au/>. Alternatively, printed copies can be supplied to shareholders on request.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions of the Board in relation to the 2024 Annual Report and the management of the Company. Shareholders will also be given reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit, the preparation and content of the Independent Auditor’s Report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the conduct of the audit.

RESOLUTIONS

Resolution 1 – Adoption of the Remuneration Report

The Remuneration Report for the year ended 30 June 2024 is set out in the Directors’ Report on pages 4 - 7 of the Annual Report. The Remuneration Report:

- Explains the Board’s policies relating to remuneration of directors, secretaries and executives of the Company;
- Discusses the relationship between such policies and the Company’s performance;
- Provides details of any performance conditions attached to such remuneration; and
- Sets out remuneration details for each director and certain named executives.

The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting.

The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, in accordance with the Corporations Act, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the November 2024 AGM, and if at the 2025 AGM at least 25% of the votes cast on the resolution for adoption of the 2025 Remuneration Report are against it, the Company will be required to put a resolution to the 2025 AGM, to approve calling an extraordinary general meeting to consider the election of Directors (Spill Resolution).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must then convene an extraordinary general meeting (Spill EGM) within 90 days of the 2025 AGM. All the Directors who were in office when the 2025 Directors’ Report was considered, other than the Managing Director, will need to stand for re-election at the Spill EGM if they wish to continue as Directors.

At the Annual General Meeting held in July 2024 to consider the Remuneration Report for the year ending 31 December 2023, 84.5% of Shareholders voted in favour of the 2023 Remuneration Report. Accordingly, the Spill Resolution is not relevant for this AGM.

Each Director recommends that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

A vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following classes of persons:

- A member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- A closely related party of such a member.

However, such a person may cast a vote on the resolution if:

- The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of such a person.

Votes will not be disregarded if they are cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

The Chair will vote undirected proxies in favour of Resolution 1.

Resolution 2 – Election of Mr Gregory Starr as a Director

Background

Mr Starr was appointed to the Board on 6 February 2024. Article 108.2 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. Mr Starr seeks election to the Board in accordance with that clause.

ASX Listing Rule Requirements

In accordance with ASX Listing Rule 14.5 an entity which has directors must hold an election of directors at each annual general meeting.

Biography

Mr Starr is an experienced public company director holding senior board positions in a number of ASX listed companies over 20 years. He has been involved in many M&A and debt and equity financial transactions. Mr Starr brings significant ASX listed company and corporate governance experience to the Board.

Effect of Resolution

If Resolution 2 is passed, Mr Starr will be re-appointed as a Director for an additional term.

In the event that Resolution 2 is not passed, Mr Starr will cease being a Director from the conclusion of the AGM.

Recommendation

The Board (other than Mr Starr) recommends Shareholders vote in favour of Resolution 2.

GLOSSARY

AGM or Meeting means the annual general meeting of the Shareholders convened by the Notice to be held on 21 November 2024.

ASX means ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, operated by ASX Limited, as the context requires

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of directors of the Company.

CLB means the Company.

Company means Candy Club Holdings Limited (ACN 629 598 778).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum or Statement means the explanatory memorandum to the Notice of Annual General Meeting.

Glossary means this glossary.

Notice means this notice of annual general meeting of the Shareholders in respect of the Meeting to be held on 21 November 2024.

Resolutions means the resolutions described in the Notice.

Shareholder means the holder of Shares.

Shares means ordinary class shares in the capital of the Company.

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 19 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

