



**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF TOYS'R'US ANZ LIMITED
(ACN 063 886 199) ("COMPANY")**

TAKE NOTICE that the Extraordinary General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

Place: As a virtual meeting.
Date: Friday, 23 August 2024
Time: 11:00 am AEST

The Meeting is being held by way of a virtual meeting using online AGM technology. Shareholders are urged to attend and vote at the meeting electronically using the online AGM technology or vote by lodging the Proxy Form attached to this Notice.

DATED this 17 July 2024

By order of the Board:

A handwritten signature in black ink, appearing to read "K. Larkin", is positioned above the printed name of the Company Secretary.

Kim Larkin
Company Secretary

THIS NOTICE OF EXTRAORDINARY GENERAL MEETING SHOULD BE READ IN ITS ENTIRETY. IF SHAREHOLDERS ARE IN DOUBT AS TO HOW THEY SHOULD VOTE, THEY SHOULD SEEK ADVICE FROM THEIR PROFESSIONAL ADVISERS. SHOULD YOU WISH TO DISCUSS THE MATTERS IN THIS NOTICE OF EXTRAORDINARY GENERAL MEETING PLEASE DO NOT HESITATE TO CONTACT THE COMPANY SECRETARY, KIM LARKIN, AT KIM.LARKIN@BOARDROOMLIMITED.COM.AU.

AGENDA

A. Resolutions:

1. Ratification of Prior Issue of 863,500 Convertible Securities to Mercer Street Global Opportunity Fund II LP

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** resolution:

"THAT, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 863,500 Convertible Securities which were issued pursuant to the Convertible Securities Agreement as announced to the ASX on 09 July 2024, and on the terms and conditions set out in the Explanatory Memorandum."

2. Approval of the Issue of Convertible Security Options

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** resolution:

"THAT, for the purposes 7.1, and for all other purposes, Shareholders approve the issue of up to 3,479,610 Convertible Security Options in the Company to Mercer Street Global Opportunity Fund II LP (or their nominee), on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."

3. Approval of the issue of securities to Mercer Street Global Opportunity Fund II LP

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** resolution:

"THAT, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 2,715,000 Convertible Securities and 10,940,524 Convertible Security Options in the Company to Mercer Street Global Opportunity Fund II LP (or their nominee), on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."

4. Approval of the Issue of up to 34,857,145 Shares and 17,428,573 Options

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** resolution:

"THAT, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 34,857,145 f Shares and 17,428,573 Options in the Company, on the terms and conditions set out in the Explanatory Memorandum."

5. Approval to Issue Shares and Options to Non-Executive Director Kelly Humphreys

To consider and, if in favour, pass the following resolution as an **ordinary** resolution:

"THAT, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 714,285 Shares and 357,142 Options in the Company, on such terms and conditions more particularly described in the Explanatory Memorandum, to Non-Executive Director, Kelly Humphreys (or her nominee)."

NOTES

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

Voting exclusion statements

Resolution 1 - The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Mercer Street Global Opportunity Fund II LP or any associate who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person or those persons.

However this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 - The Company will disregard any votes cast in favour of Resolution 2 by Mercer Street Global Opportunity Fund II LP, or any associate who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 - The Company will disregard any votes cast in favour of Resolution 3 by Mercer Street Global Opportunity Fund II LP, or any associate who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 - The Company will disregard any votes cast in favour of Resolution 4 by any person, who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 - The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Kelly Humphreys, or any associate of Kelly Humphreys, who will obtain a material benefit as a result of, the issue of Shares and Options (except a benefit solely by reason of being a holder of Shares).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on 21 August 2024. This means that any Shareholder registered at 7.00pm (AEDT) on 21 August 2024 is entitled to attend and vote at the Meeting.

Direct voting using the Online Meeting Platform

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the virtual meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the meeting** to avoid any delays on the day of the meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the Meeting.

Voting Virtually at the Meeting

Shareholders who wish to vote virtually on the day of the meeting will need to login to the Automic website (<http://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the meeting** to avoid any delays on the day of the meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on ‘register’ and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the meeting:

1. Log in to the Automic website (<https://investor.automic.com.au/#/home>) using your user name and password;
2. **Registration on the Day** – if registration for the virtual meeting is open, click on ‘Meeting open for registration’ and follow the steps.
3. **Live voting on the Day** – if live voting for the virtual meeting is open, click on ‘Meeting open for voting’ and follow the steps.

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-AGMs/>.

Shareholder questions

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the virtual Shareholders’ Meeting to the Company Secretary, Kim Larkin, by emailing to kim.larkin@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company’s website after the Meeting.

Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11:00 am (AEST) on 21 August 2024 being 48 hours before the time scheduled for the commencement of the Meeting (or any adjournment of that Meeting).
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Voted online via the Company's Share Registry at <https://investor.automic.com.au/#/home>.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairperson intends to vote in favour of the Resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairperson intends to vote in favour of the Resolution.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholders of Toys'R'Us ANZ Limited (**Company**) to be held as a virtual meeting at **11:00 am (AEST) on 23 August 2024**.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

EXPLANATORY NOTES TO THE RESOLUTIONS

Resolution 1: Ratification of Prior Issue of 863,500 Subsequent Convertible Securities

On 17 July 2024, 863,500 Convertible Securities were issued pursuant to the Convertible Securities Agreement (**CSA**) between the Company and Mercer Street Global Opportunity Fund II LP (**Mercer**) as announced to ASX on 20 March 2024 and 09 July 2024.

The material terms of the CSA are as described below:

Convertible Securities Agreement

Under the Convertible Securities Agreement, Mercer provided a loan to the Company of \$700,000, pursuant to which, the Company issued to Mercer convertible securities with an aggregate face value of \$793,000 (**Convertible Securities**).

Additionally, a subsequent tranche of convertible securities may be issued to Mercer as consideration for a further investment by Mercer of up to \$3.5 million, subject to completion of certain conditions being met (**Subsequent Tranche**). The 863,500 Subsequent Convertible Securities the subject of this Resolution, form part of the Subsequent Tranche.

The Company sought and obtained approval from Shareholders for the Convertible Securities, associated Commencement Shares and Convertible Security Options the Extraordinary General Meeting held on 17 May 2024.

The Subsequent Convertible Securities and any other subsequent tranches of convertible securities will be convertible at the lesser of:

- (a) 100% of the VWAP during the preceding ten (10) Trading Days on which Shares were traded on the ASX immediately prior to the execution date of the CSA; and
- (b) 90% of the lowest VWAP of the Shares during the preceding fifteen (15) Trading Days on which Shares traded on the ASX immediately prior to the relevant Conversion Notice,

and subject to a minimum conversion price of \$0.05 per share (**Floor Price**).

- The Subsequent Tranche of convertible securities will convert into fully paid ordinary shares at the same conversion price as the Convertible Securities.
- Shareholder approval in respect of the Convertible Securities (and related Options) to be issued under any further subsequent tranches will be sought by the Company at a later date, if required.
- The Convertible Securities have a term of 18 months from the draw down date and the Subsequent Convertible Securities have a term of 15 months from the draw down date.
- No interest is payable on the Convertible Securities or the undrawn funds.
- Mercer may convert any Convertible Securities, Subsequent Convertible Securities or convertible securities issued as a subsequent tranche at any time prior to maturity, by giving the Company a conversion notice, provided such conversion is for a face value in an amount equal to or greater than \$25,000 (unless the remaining face value of the Convertible Notes on issue is less than \$25,000, in

which case for the full remaining value).

- The Company has the right to repurchase any unconverted convertible securities, at any time during the term of each tranche, at 105% of the outstanding face value. If the repurchase is elected, Mercer will have the right to convert up to 30% of any outstanding face value prior to settlement.
- In the event of a default by the Company, the Company must pay interest at a rate of 18% per annum on the face value of all outstanding convertible notes. The relevant interest will accrue from the date of default, calculated daily and compounded monthly until the outstanding liability is satisfied.

Convertible Security Options

For each tranche, Mercer will receive a 50% option coverage to purchase new shares in the Company (calculated using the relevant investment amount divided by 120% of the 10-day VWAP per Company share immediately prior to the relevant closing date, determined in accordance with the Convertible Securities Agreement.

(Convertible Security Options VWAP).

The options issued as a result of any subsequent investment, will have an exercise price equal to 120% of the 10-day VWAP per Share immediately prior to the date of issue of those options.

The options will have a 36 month term and will be unlisted.

Conditions

The issue of securities under the Convertible Securities Agreement will be subject to certain final closing conditions, including:

- the Company obtaining Shareholder approval under the Listing Rules for the relevant tranche of the Convertible Notes (and related Options);
- the Company otherwise being permitted to issue the securities under the Listing Rules;
- the Company issuing a cleansing statement for the securities (as applicable);
- customary conditions such as representations and warranties being true and correct; and
- authorisations and consents being obtained, delivery of documents, and no default by the Company.

Takeover limitation

Mercer shall not acquire a relevant interest in Shares which causes its voting power in the Company of the Investor and its associates (as defined in the Corporations Act) to exceed 19.99%, and the Company is not required to issue any Shares to Mercer or its associates if it reasonably considers that the issue of Shares will result in a breach of this takeover limitation or the Corporations Act.

Termination and repayment provisions

The Convertible Securities Agreement is subject to a number of termination provisions which may prevent the Company drawing on the funding facility or require repayment of the Convertible Notes prior to their maturity. This includes where:

- there is an event of default that is not remedied;
- there is a change of control of the Company under a takeover bid or scheme of arrangement;
- the Company's shares are delisted from the ASX (subject to certain exceptions in respect of early repayment); or
- there is an adverse change in law affecting Mercer.

ASX Listing Rule Information

For the purpose of Listing Rule 7.4, it is proposed that Shareholders ratify the issue of Convertible Securities as detailed below.

Listing Rule 7.1 limits the Company from issuing more than 15% of its issued capital in any 12 month period without shareholder approval. Listing Rule 7.4 provides that where a company's shareholders subsequently approve an issue of securities, the issue will be treated as having been made with approval for the purpose of

Listing Rule 7.1, thereby excluding the issue when calculating the Company's 15% capacity, enabling it to issue further securities up to that limit.

If this Resolution is not approved, the issue of shares which are the subject of this Resolution will be included in the calculation of the 15% limit and the Company's capacity to raise additional equity funds over the next 12 months without approval of Shareholders will be reduced.

The following information is provided in accordance with Listing Rule 7.5:

- (a) **Number of securities issued:**
863,500 Subsequent Convertible Securities (converting into a maximum of 17,270,000 Shares (based upon the Floor Price)).
- (b) **Date on which securities were issued:**
The Subsequent Convertible Securities were issued and allotted on 17 July 2024.
- (c) **Issue price of securities:**
\$0.9091 per convertible security
- (d) **Allottees of the securities:**
Mercer Street Global Opportunity Fund II LP
- (e) **Terms of securities:**
The Subsequent Convertible Securities rank equally with all other convertible securities on issue and have the same rights and entitlements.

The Shares, when issued upon conversion of the convertible securities, will rank equally with all other Shares on issue at the time and have the same rights and entitlements as the currently issued Shares.
- (f) **The purpose of the issue:**
Consideration monies will be used primarily for to support the investment in inventory, launch and acquisition of new brands to support House of Brands strategy, delivery of growth and investment in technology to support operational infrastructure.

A voting exclusion statement applies to this item of business as set out within this Notice.

Directors' recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 1.

Resolution 2: Approval of the issue of Convertible Security Options

Resolution 2 seeks Shareholder approval to issue up to 3,479,610 Convertible Security Options in conjunction with the Subsequent Convertible Securities to Mercer Street Global Opportunity Fund II LP under the CSA whose material terms are as described in this Explanatory Memorandum under Resolution 1, and in accordance with ASX Listing Rule 7.1 on such terms and conditions more particularly described below.

Mercer Street Global Opportunity Fund II LP and that Company entered into a variation agreement in respect of the Convertible Security Options the subject of this Resolution whereby the Company must obtain approval for the issuance of the options on certain terms, including the requirement to pay Mercer Street Global Opportunity Fund II LP the sum of \$75,000 in the event that Shareholder approval of the issuance of the options is not obtained prior to 07 September 2024.

The quantum of the options was determined based upon a closing date of 17 July 2024 and the Convertible Security Options VWAP.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue equity securities during any 12-month period in excess of 15% of the number of Shares on issue at the commencement of that 12-month period without Shareholder approval.

The effect of this Resolution will be to allow the Company to issue the Convertible Security Options, the subject of this Resolution, no later than 3 months after the date of the Meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1. If this Resolution is not approved by Shareholders, or the Convertible Security Options are not issued within 3 months after the date of the Meeting, the Company will not be able to issue the Convertible Security Options the subject of this Resolution in reliance upon ASX Listing Rule 7.2.

In the event that the Company is unable to issue the options the subject of this Resolution, the Company will be required to pay Mercer Street Global Opportunity Fund II LP the sum of \$75,000.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

In accordance with ASX Listing Rule 7.3 the following information is provided to Shareholders:

Persons who are expected to participate in the issue:	Mercer Street Global Opportunity Fund II LP
Number and Class of Securities to be Issued	Up to 3,479,610 Options
Material terms of the Options	The Options will be subject to an exercise price of \$0.1128 being equal to 120% of the 10 day VWAP per Share calculated in accordance with the terms of the Convertible Securities Agreement and a term of 36 months from the date of issue.
Date on which the Options will be issued	No later than 3 months after the date of the Meeting.
Issue Price	Nil
Purpose of the issue	In accordance with the terms of the CSA.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

Directors' recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 2.

Resolution 3: Approval of the issue of securities to Mercer Street Global Opportunity Fund II LP

Resolution 3 seeks Shareholder approval to issue up to 2,715,000 Convertible Securities (**New Convertible Securities**) and up to 10,940,524 Convertible Security Options to Mercer Street Global Opportunity Fund II LP in accordance with the CSA whose material terms are as described in this Explanatory Memorandum under Resolution 1, under ASX Listing Rule 7.1 on such terms and conditions more particularly described below.

Given the exact Convertible Security Options VWAP is unknown as at the time of this notice, the Company has determined to seek shareholder approval based on the 10-day VWAP per Company share immediately prior to 17 July 2024.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue equity securities during any 12-month period in excess of 15% of the number of Shares on issue at the commencement of that 12-month period without Shareholder approval.

The effect of the resolution will be to allow the Company to issue the New Convertible Securities the subject of this Resolution, no later than 3 months after the date of the Meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1. If this Resolution is not approved by Shareholders, or the New Convertible Securities are not issued within 3 months after the date of the Meeting, the Company will not be able to issue the New Convertible Securities the subject of this Resolution in reliance upon ASX Listing Rule 7.2.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

In accordance with ASX Listing Rule 7.3 the following information is provided to Shareholders:

Persons who are expected to participate in the issue:	Mercer Street Global Opportunity Fund II LP
Number and Class of Securities to be Issued	Up to 2,715,000 convertible securities (converting into a maximum of 54,300,000 Shares (based upon the Floor Price)), and up to 10,940,524 Options
Material terms of the securities	As described within this Explanatory Memorandum under Resolution 1. The Options will be subject to an exercise price equal to 120% of the 10day VWAP per Share calculated in accordance with the Convertible Securities Agreement and a term of 36 months from the date of issue.
Date on which the securities will be issued	No later than 3 months after the date of the Meeting.
Issue Price	Face Value of equal to 110% of the amount drawn under the CSA.
Purpose of the issue	To support the investment in inventory, launch and acquisition of new brands to support House of Brands strategy, delivery of growth and investment in technology to support operational infrastructure.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4: Approval of the issue of securities 34,857,145 Shares and 17,428,573 Options

Resolution 4 seeks Shareholder approval to issue up to 34,857,145 Shares (**Placement Shares**) and 17,428,573 Options (**Placement Options**) in accordance with the Placement as announced to ASX on 09 July 2024, under ASX Listing Rule 7.1 on such terms and conditions more particularly described below.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue equity securities during any 12-month period in excess of 15% of the number of Shares on issue at the commencement of that 12-month period without Shareholder approval.

The effect of the Resolution will be to allow the Company to issue the Placement Shares and Placement Options, the subject of this Resolution, no later than 3 months after the date of the Meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1. If this Resolution is not approved by Shareholders, the Company will not be able to issue the Placement Shares and Placement Options, the subject of this Resolution, in reliance upon ASX Listing Rule 7.2.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

In accordance with ASX Listing Rule 7.3 the following information is provided to Shareholders:

Persons who are expected to participate in the issue:	Professional and Sophisticated investors selected by Bell Potter Securities Limited and Alpine Capital Pty Limited.
Number and Class of Securities to be Issued	34,857,145 Shares; and 17,428,573 Options
Material terms of the securities	The fully paid ordinary Shares will rank equally with existing Shares. The Options have an exercise price of \$0.12 expiring on the date that is 3 years from the date of issuance.
Date on which the securities will be issued	30 August 2024 and not later than 3 months after the date of the Meeting.
Issue Price	\$0.07 per Share \$nil per Option
Purpose of the issue	To support the investment in inventory, launch and acquisition of new brands to support House of Brands strategy, delivery of growth and investment in technology to support operational infrastructure.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5: Approval to Issue Shares and Options to Non-Executive Director Kelly Humphreys

Non-executive Director, Kelly Humphreys, subscribed for Shares and Options in the Placement announced to ASX on 09 July 2024. This Resolution seeks Shareholder approval to issue 714,285 Shares at an issue price of \$0.07 per Share and 357,142 attaching Options at an exercise price of \$0.12 expiring on the date that is 3 years from that date of issue to Kelly Humphreys or her nominee, pursuant to ASX Listing Rule 10.11 and for all other purposes as a result of this subscription.

ASX Listing Rule 10.11 requires a listed company to obtain Shareholder approval prior to the issue of securities to a related party of the company. Being a Director of the Company, Kelly Humphreys is a related party of the Company by virtue of section 228(2) of the Corporations Act . Accordingly, this Resolution seeks the approval required by ASX Listing Rule 10.11 to issue Shares and Options to Kelly Humphreys.

If Shareholder approval is given under ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1 and the resulting Shares and Options issued will not deplete the Company's 15% Placement Capacity. If this Resolution is not approved by Shareholders, the Company will not be able to issue the Shares and Options the subject of this Resolution or receive the consideration monies.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

In accordance with ASX Listing Rule 10.13 the following information is provided to Shareholders:

Recipients of Issue:	Kelly Humphreys (or her nominee)
Number and Class of Securities to be Issued	714,285 Shares and 357,142 Options
Material terms of the securities	The fully paid ordinary Shares will rank equally with existing Shares. The Options have an exercise price of \$0.12 expiring on the date that is 3 years from the date of issue
Date on which the securities will be issued	30 August 2024 and in any event no later than 1 month after the date of the Meeting.
Issue Price	The Shares are issued at \$0.07 per Share. \$nil per Option,
Purpose of the issue	To support the investment in inventory, launch and acquisition of new brands to support House of Brands strategy, delivery of growth and investment in technology to support operational infrastructure.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

Directors Recommendation

The Directors (with Ms Humphreys abstaining) unanimously recommend that Shareholders vote in favour of Resolution 5.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Business Day**" means a day on which trading takes place on the stock market of the ASX;

"**Chairman**" or "Chair" means the Chairman of the Annual General Meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth).

"**Company or Toy**" means Toys'R'Us ANZ Limited ACN 063 886 199;

"**Constitution**" means the Company's Constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Equity Securities**" means has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Extraordinary General Meeting**" means the meeting convened by the Notice of Meeting;

"**Management**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the Annual General Meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the Extraordinary General Meeting of the Company to be held on 23 August 2024 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Option**" means an option to acquire a Share;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary Share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

Your proxy voting instruction must be received by **11.00am (AEST) on Wednesday, 21 August 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://automic.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)

