

## Notice of 2024 Annual General Meeting

The Reject Shop Limited ABN 33 006 122 676

Notice is given that the Annual General Meeting (**AGM**) of The Reject Shop Limited (**The Reject Shop** or the **Company**) will be held virtually at 9.30am (AEDT) on Wednesday, 16 October 2024 via the online meeting platform at <https://meetings.linkgroup.com/TRS24>.

### ITEMS OF BUSINESS

#### 1. Annual Reports

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2024.

No resolution is required for this item of business.

#### 2. Adoption of Remuneration Report

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

*That the Remuneration Report of the Company for the year ended 30 June 2024 be adopted.*

This resolution is advisory only and does not bind the Directors or the Company.

A voting exclusion applies to this resolution.

#### 3. Re-election of Director – Margaret Zabel

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

*That Margaret Zabel, who retires in accordance with article 9.3 of the Company's Constitution and, being eligible, is re-elected as a Director of the Company.*

**Please refer to the Explanatory Notes for more information on the items of business. The Explanatory Notes and Additional Information form part of this Notice of Meeting.**

### VOTING EXCLUSIONS

#### Item 2 – Adoption of Remuneration Report

The Company will disregard any votes cast on the resolution in Item 2:

- by or on behalf of members of the Company's key management personnel (**KMP**) details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2024 or their closely related parties, regardless of the capacity in which the votes are cast; and
- as proxy by a person who is a member of the Company's KMP at the date of the AGM or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on the resolution in Item 2:

- in accordance with the directions on the proxy form; or
- by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair sees fit even though the resolution in Item 2 is connected directly or indirectly with the remuneration of a member of the Company's KMP.

By order of the Board



**Lauren Harris**  
Company Secretary  
12 September 2024

## EXPLANATORY NOTES

### Item 1 Annual Reports

The Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2024 are set out in the Company's 2024 Annual Report. The Annual Report is available on the Company's website at:

<https://www.rejectshop.com.au/about/financial-report>.

Shareholders are not required to vote on this item of business however, shareholders will be provided a reasonable opportunity at the AGM to ask questions about and make comments on these reports and the management of the Company. Shareholders will also be provided a reasonable opportunity to ask questions of the Company's Auditor, PricewaterhouseCoopers, in relation to the conduct of the audit, preparation and content of the Auditor's Report, accounting policies adopted by the Company and independence of the Auditor.

### Item 2 Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2024 is set out on pages 19 to 27 of the Company's 2024 Annual Report. The Remuneration Report sets out, among other matters, the policy for the remuneration of members of the Company's KMP, including the Directors.

Shareholders will be provided a reasonable opportunity at the AGM to ask questions about and make comments on the Remuneration Report.

In accordance with the Corporations Act, the Company is required to present the Remuneration Report to shareholders at the AGM for adoption. The vote on this resolution is advisory only and does not bind the directors or the Company.

#### Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this non-binding resolution.

### Item 3 Re-election of a Director – Margaret Zabel

Margaret Zabel, who has been a Director of the Company since June 2021, is retiring by rotation in accordance with the Company's Constitution and, being eligible, offers herself for re-election.

Information on Margaret Zabel is set out below.

The Company considers that all material information that shareholders would consider relevant to a decision whether to re-elect Margaret Zabel as a Director is contained in this Notice of Meeting.

#### Margaret Zabel

Independent, Non-Executive Director  
*BMath, MBA, GAICD*

Margaret Zabel is a specialist in customer-centred business transformation, brand strategy, innovation, digital communications, customer experience and change leadership. Margaret has more than 20 years of senior executive experience working across major companies and brands in fast moving consumer goods, food, technology and communications industries, including multinationals, ASX 100 companies and not-for-profits.

Margaret's executive experience includes National Marketing Director for Lion, Vice President of Marketing for McDonald's Australia and Chief Executive Officer of Advertising Council Australia.

Margaret is currently a Non-executive Director of three other publicly listed entities and is also a Non-executive Director on the Board of Collective Wellness Group.

Margaret is Chair of the Company's People & Culture Committee and a member of the Audit & Risk Committee.

#### Other Current Listed Directorships

- G8 Education Limited (since 2017)
- Select Harvests Limited (since 2022)
- Australian Vintage Limited (since 2024)

#### Former Listed Directorships (last three years)

- Nil

#### Board Recommendation

The Board (other than Margaret Zabel) unanimously recommends that shareholders vote in favour of the re-election of Margaret Zabel as a Director of the Company.

## ADDITIONAL INFORMATION

### How to Participate in the Virtual AGM

Shareholders (or their appointed proxies) may attend the AGM, vote and ask questions in real-time via the online meeting platform: <https://meetings.linkgroup.com/TRS24>

Online registration for the AGM will open at 9.00am (AEDT) on Wednesday, 16 October 2024.

The Virtual Meeting Guide, outlining how to participate in the AGM via the online meeting platform, including how to vote and ask questions, can be found on our website at <https://www.rejectshop.com.au/about/annual-general-meetings>

### Voting at the AGM

#### Entitlement to vote

The Board has determined that, for the purposes of the AGM (including voting at the AGM), shareholders are those persons who are registered holders of the Company's shares at 7.00pm (AEDT) on Monday, 14 October 2024.

All resolutions at the AGM will be decided on a poll. On a poll, each shareholder has one vote for each fully paid share in the Company held by the shareholder.

#### Appointing a proxy

A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote on their behalf.

A proxy need not be a shareholder. A shareholder may appoint an individual or body corporate as a proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as a proxy at the AGM.

A shareholder entitled to cast two or more votes at the AGM may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Shareholders are encouraged to direct their proxies how to vote on each resolution. If you do not direct your proxy how to vote on each resolution, the proxy may decide how to vote on each resolution, subject to the voting exclusions described in this Notice of Meeting.

Unless the Chair of the Meeting is your proxy, members of the Company's KMP and their closely related parties will not be able to vote on resolution 2 as your proxy unless you direct them how to vote on that resolution.

If you appoint the Chair of the AGM as your proxy, you can direct the Chair how to vote on the proxy form for each resolution. If you do not direct the Chair how to vote on Item 2 on the proxy form, by completing and submitting the proxy form, you will be expressly authorising the Chair to exercise the proxy in respect of the resolution in Item 2 as the Chair sees fit even though the resolution is connected with the remuneration of a member of the Company's KMP.

Any directed proxies that are not voted on a poll at the AGM will default to the Chair of the AGM who is required to vote those proxies as directed.

Proxy forms (and, if applicable, an original certified copy of the authority under which it is signed) must be submitted by **9.30am on Monday, 14 October 2024**.

Completed proxy forms and any authority under which they are signed may be:

- *mailed to:* The Reject Shop Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia;
- *sent by fax to:* +61 2 9287 0309;
- *delivered by hand during business hours to:* Link Market Services Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 Australia; or
- *submitted online via:* <https://investorcentre.linkgroup.com/>

For more information on the appointment of proxies, please refer to the proxy form enclosed with this Notice of Meeting.

#### Appointing an attorney

A shareholder entitled to attend and vote at the AGM may appoint an attorney to attend and vote on their behalf. For the appointment to be effective for the AGM, the instrument effecting the appointment or a certified copy of it must be received by the Company at its registered office or the physical address listed above for the receipt of proxy forms by 9.30am on Monday, 14 October 2024.

#### Appointing a corporate representative

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act.

Corporate representatives must submit a completed 'Certificate of Appointment as a Corporate Representative' form by email to [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) by 9.30am on Monday, 14 October 2024.

## ***How the Chair of the AGM intends to vote undirected proxies***

If the Chair of the AGM is appointed as your proxy, the Chair of the AGM intends to vote all available undirected proxies in favour of each item of business.

## **Technical Difficulties**

Technical difficulties may arise during the AGM. The Chair of the AGM has discretion as to whether and how the AGM should proceed in the event a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the AGM is affected. Where the Chair considers it appropriate, the Chair 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 by 9.30am (AEDT) on Monday, 14 October 2024 even if they plan to attend the AGM online.

## **Questions and Comments**

Shareholders may submit written questions to the Company, or to the Company's Auditor, PricewaterhouseCoopers, in relation to the Auditor's Report or the conduct of the audit, in advance of the AGM (whether or not they are able to attend the AGM) by 5.00pm on Wednesday, 9 October 2024 by emailing: [companysecretary@rejectshop.com.au](mailto:companysecretary@rejectshop.com.au).

Shareholders may also ask questions during the AGM via a dedicated phone line or the online meeting platform. Instructions on how to ask questions during the AGM are outlined in the Virtual Meeting Guide.

The Chair of the AGM will endeavour to address as many questions as possible during the AGM. However, there may not be sufficient time available at the AGM to address all of the questions raised. Individual responses will not be sent to shareholders.

**LODGE YOUR VOTE**

**ONLINE**  
<https://investorcentre.linkgroup.com>

**BY MAIL**  
 The Reject Shop 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  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150  
 \*During business hours Monday to Friday (9:00am - 5:00pm)

**ALL ENQUIRIES TO**  
 Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X999999999999**

**PROXY FORM**

I/We being a shareholder(s) of The Reject Shop Limited (**Company**) and entitled to attend and vote at the 2024 Annual General Meeting (**AGM**) hereby appoint:

**APPOINT A PROXY**

**the Chair of the AGM (mark box)**

**OR** if you are **NOT** appointing the Chair of the AGM 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 Chair of the AGM, 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 **9:30am (AEDT) on Wednesday, 16 October 2024** and at any postponement or adjournment of the AGM.

The AGM will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/trs24> (refer to details in the Virtual Meeting Guide which can be accessed at <https://www.rejectshop.com.au/about/annual-general-meetings>).

**Important for Item 2:** If the Chair of the AGM is your proxy, either by appointment or by default, and you have not indicated your voting intention below, by submitting your proxy form you expressly authorise the Chair of the AGM to exercise the proxy in respect of Item 2, even though the Item is connected directly or indirectly with the remuneration of a shareholder of the Company's key management personnel (**KMP**).

**The Chair of the AGM intends to vote undirected proxies in favour of each item of business.**

**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 AGM.**

**Please read the voting instructions overleaf before marking any boxes with an**

**Items of Business**

**For    Against    Abstain\***

**2** Adoption of Remuneration Report           

**3** Re-election of Director – Margaret Zabel           



\* 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, any 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).



**STEP 1**

**STEP 2**

**STEP 3**

## 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 online at [linkmarketservices.com.au](http://linkmarketservices.com.au). 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 Chair of the AGM as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the AGM as your proxy, please write the name of that individual or body corporate in Step 1. An email will be sent to your appointed proxy with details on how to access the AGM. If you leave this section blank, or if your named proxy does not attend the AGM, the Chair will be your proxy. If your named proxy attends the AGM but does not vote on an item in accordance with your direction, the Chair will become your proxy in respect of that item. A proxy need not be a shareholder of the Company.

### PROXY VOTING BY THE CHAIR OF THE AGM

On a poll, the Chair of the AGM will vote directed proxies as directed and may vote available undirected proxies as the Chair of the AGM sees fit. If the Chair of the AGM is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting this proxy form, you are expressly authorising the Chair of the AGM to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of a member of the Company's 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 your 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 AGM 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:

- (a) 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
- (b) 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 shareholder must sign.

**Joint Holding:** where the holding is in more than one name, any shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the share registry. If you have not previously lodged this document for notation, please attach a certified copy 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 AGM the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to the AGM. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### 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 below by **9:30am (AEDT) on Monday, 14 October 2024**, being not later than 48 hours before the commencement of the AGM. Any proxy form received after that time will not be valid for the scheduled AGM.

Proxy forms may be lodged in the following ways:



#### ONLINE VIA A COMPUTER, TABLET OR MOBILE DEVICE

Step 1: Go to [investorcentre.linkgroup.com](http://investorcentre.linkgroup.com) OR access using the adjacent QR code.



Step 2: Click on 'Proceed' in the View Single Holding box, enter 'The Reject Shop' as the Issuer Name, and enter your Shareholder Reference Number (SRN) / Holder Identifier Number (HIN) (found on the front of this proxy form) and postcode.

Step 3: Complete the security validation, read and accept the terms and conditions and click 'Submit'.

Step 4: Select 'Voting' to lodge your vote.



#### BY MAIL

The Reject Shop Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.