

YELLOW BRICK ROAD HOLDINGS LIMITED
ACN 119 436 083

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

*For a meeting to be held on Thursday, 30 November, 2023 commencing at
10:00am (Sydney time) at Pullman Sydney Hyde Park Hotel, Ibis 2 Room, 36
College Street, Sydney.*

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD
BE READ IN ITS ENTIRETY**

**If you do not understand any part of this
document, please contact a professional adviser
immediately**

YELLOW BRICK ROAD HOLDINGS LIMITED
ACN 119 436 083

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting ("AGM") of the members of Yellow Brick Road Holdings Limited ("**Company**") will be held at Pullman Sydney Hyde Park Hotel, Ibis 2 Room, 36 College Street, Sydney at 10:00am (Sydney time) on Thursday, 30 November 2023.

Agenda Items

The business to be considered at the AGM is set out below. Information on the proposals to which the business relates is set out in the Explanatory Memorandum which accompanies this Notice. This Notice should be read in conjunction with the accompanying Explanatory Memorandum.

Business

Financial statements and reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023.

All Shareholders can view the Annual Report which contains the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2023 on the Company's website at <https://ybr.com.au/investor-centre>.

This item of business is for discussion at the AGM and is not a resolution.

IMPORTANT INFORMATION

Voting options for the AGM

- Voting in person at the AGM.
- Appointing a proxy attorney, or a corporate representative (if you are a corporate Shareholder) before the AGM.

Questions

During the meeting: Only those attending who have registered as a Shareholder or proxyholder will be able to ask questions during the AGM. Shareholders are requested to restrict themselves to two questions or comments initially. Further questions will be considered if time permits.

Before the meeting: The Company welcomes questions in advance of the AGM. These can be submitted through online prior to the Meeting. Shareholders who elect to return a hard copy Proxy Form may enclose their questions with their Proxy Form. Questions must be received by no later than 5.00pm (Sydney time) on Monday, 27 November 2023.

The Directors will endeavour to address the key themes raised during the AGM. Please note that individual responses will not be sent to Shareholders.

Further arrangements

If it becomes necessary to make further arrangements for holding the AGM, the Company will ensure that Shareholders are given as much notice as possible. We encourage Shareholders to monitor the ASX website and the Company's website at www.ybr.com.au/about/investor-centre for any updates.

Assistance

If you require any assistance, please contact the Company's share registry, Computershare Investor Services on:

(within Australia) 1300 850 505

(outside of Australia) +61 3 9415 4000

ADDITIONAL INFORMATION

This Notice is accompanied by an Explanatory Memorandum which provides an explanation of the business of the Meeting.

Voting Entitlement

The Board of Directors of the Company has determined in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the AGM, shares will be taken to be held by those who hold them at 7.00 pm (Sydney time) on Tuesday, 28 November 2023. This means that if you are not the registered holder of a relevant share at that time, you will not be entitled to vote in respect of that share.

If more than one joint holder of shares attends the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting Procedures

As a Shareholder, you can vote on any items of business to be considered and voted on at the AGM by:

- casting a vote in person at the meeting; or
- appointing:
 - an attorney or, in the case of corporate shareholders, a corporate representative (please refer to the further information below); or
 - a proxy (online or using a hard copy proxy form returned by post or fax).

Voting by Proxy

Each shareholder who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote on behalf of that shareholder. The proxy need not be a shareholder. Please note that a proxyholder need not vote on a show of hands (but if the proxy does so, the proxy must vote as directed), can speak at the meeting (this authority is suspended while the member is present at the meeting) and can vote on a poll.

A shareholder who is entitled to cast two or more votes may appoint one or two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a

shareholder appoints two proxies and the appointment does not specify the proportion, or number, of shareholder's votes, each proxy may exercise half the votes (disregarding fractions). Neither proxy may vote on a show of hands.

In the event that a shareholder appoints a proxy and specifies the way the proxy is to vote on a particular item of business:

- (a) where the proxy is not the Chairman:
 - (i) the proxy need not vote on a poll but if the proxy does so then the proxy must vote the way that the shareholder specifies; and
 - (ii) if a poll is demanded and the proxy does not attend or vote, then the Chairman is taken to have been appointed as the proxy; and
- (b) where the Chairman is the proxy (including where the Chairman is taken to have been appointed the proxy as set out above) the proxy must vote on a poll and must vote the way that the shareholder specifies.

Online proxy appointment before the AGM

You may appoint and direct your proxy online, by using your smartphone or by visiting www.investorvote.com.au.

To use this option, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the www.investorvote.com.au website. To use your smartphone voting service, scan the QR code which appears on your proxy form and follow the instructions provided. To scan the code you need to have already downloaded a free QR code reader app to your smartphone. When scanned, the QR code will take you directly to the mobile voting site. A proxy cannot be appointed electronically if they are appointed under a power of attorney or similar authority. The online proxy facility may not be suitable for shareholders who wish to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

Custodians and other intermediaries may appoint and direct their proxy online by visiting www.intermediaryonline.com (subscribers only).

Proxy Appointment by post or fax

A proxy can also be appointed by using the proxy form enclosed with this notice of meeting. Information on how to complete the proxy form is included on the form.

For the appointment of a proxy using a proxy form, the following documents must be lodged:

- (a) the completed proxy form; and
- (b) if the proxy form is signed by the appointer's attorney – the authority under which the proxy form was signed or a certified copy of the authority.

Lodgement of proxy appointments

For the appointment of a proxy to be effective for the meeting, the Company must receive an online proxy appointment through the www.investorvote.com/au website or a duly completed proxy form (and if signed by an attorney, the attorney's authority or a certified copy), in either case by **10.00am on Tuesday, 28 November 2023**.

Proxy forms may be posted or faxed to the Company's share registry at:

Computershare Investor Services Pty Limited

GPO Box 242

MELBOURNE VIC 3001

Australia

Facsimile: 1800 783 447 (within Australia)

+61 3 9473 2555 (outside Australia)

If posting, please allow sufficient time for your form to be received by 10.00am on 28 November 2023.

Corporate representatives

A corporate shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a properly executed letter, certificate, form, or other document, such as an "Appointment of Corporate Representative" confirming that they are authorised to act as the corporate shareholder's representative. A form may be obtained from www.investorcentre.com under the help tab "Printable Forms"; or
- a copy of the resolution appointing the representative, certified by a director or secretary of the corporate shareholder.

Evidence of the appointment, including a copy of the signed appointment document, must be lodged with the Company before the AGM (unless it has previously been given to the Company). Evidence of the appointment can be provided to the Company's share registry, Computershare, ahead of the online AGM through the contact details provided in this Notice.

By order of the Board of Directors
of Yellow Brick Road Holdings Limited



Stephen McKenzie
Company Secretary
30 October 2023

YELLOW BRICK ROAD HOLDINGS LIMITED
ACN 119 436 083
Annual General Meeting
Explanatory Memorandum

Important Information

This Explanatory Memorandum has been prepared for the information of the shareholders of Yellow Brick Road Holdings Limited (the "**Company**") in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 10:00am (Sydney time) on Thursday, 30 November 2023.

No Investment Advice

This Explanatory Memorandum does not constitute financial product advice and it does not purport to contain all of the information that a prospective investor may require in evaluating a possible investment in the Company. This Explanatory Memorandum has been prepared without taking account of any person's particular investment objectives, financial situation or needs.

Glossary

Unless otherwise defined in this document, capitalised terms have the meaning set out in the Glossary at the end of this Explanatory Memorandum.

FINANCIAL STATEMENTS AND REPORTS

The item of business in the Notice of Annual General Meeting deals with the presentation of the consolidated Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the Directors' Declaration and Report in relation to that financial year and the Auditor's Report on those Financial Statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide shareholders a reasonable opportunity to ask the Company's auditor or their representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also provide shareholders a reasonable opportunity for the auditor or their representative to answer any written questions submitted to the auditor under section 250PA of the Corporations Act if the question is relevant to:

- (a) the content of the Auditor's Report to be considered at this Meeting; or
- (b) the conduct of the audit of the annual financial report to be considered at this Meeting.

To submit a question to the auditor under section 250PA of the Corporations Act, it must be given to the Company no later than Thursday, 23 November 2023. Questions to the auditor can be sent through online after submitting an online Proxy Form at www.investorcentre.com.au, by clicking "Ask a Question of the Auditor".

GLOSSARY

In this Explanatory Memorandum:

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of directors of the Company.

Company means Yellow Brick Road Holdings Limited ACN 119 436 083.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice.

Meeting or **Annual General Meeting** or **AGM** means the annual general meeting convened by the Notice.

Notice means the notice of meeting accompanying this Explanatory Memorandum.

Share or **Shares** means an ordinary fully paid share or shares in the capital of the Company.

Shareholder means a holder of Shares.

NOT FOR REDISTRIBUTION



Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Sydney time) on Tuesday, 28 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number:
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Yellow Brick Road Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Yellow Brick Road Holdings Limited to be held at Pullman Sydney Hyde Park Hotel, Ibis 2 Room, 36 College Street, Sydney NSW 2000 on Thursday, 30 November 2023 at 10:00am (Sydney time) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

 **This section has been left blank intentionally.**

NOT FOR REDISTRIBUTION

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

