

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Nick Scali Limited (the **Company**) will be held at:

Date: 19 October 2023

Time: 11.00am

Venue: Level 4, 100 Walker Street, North Sydney, NSW 2060

The attached Explanatory Memorandum explains the items of business to be considered at the Annual General Meeting (**AGM**) and forms part of, and should be read in conjunction with, this Notice of Meeting. Capitalised terms in this Notice of Meeting are defined in the Explanatory Memorandum.

1. **AGENDA**

Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2023.

Ordinary Business

Resolution 1 – Remuneration Report

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

"To adopt the Remuneration Report of the Company for the year ended 30 June 2023 as set out on pages 9 to 14 of the Annual Report."

Under the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director Carole Molyneux

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

"That Carole Molyneux, who retires by rotation in accordance with the Company's Constitution rule 7.1(f), be re-elected as a Director of the Company."

Resolution 3 – Re-election of Director William (Bill) Koeck

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

"That William (Bill) Koeck, who retires by rotation in accordance with the Company's Constitution rule 7.1(f), be re-elected as a Director of the Company."

Resolution 4 – Election of Director Kathy Parsons

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

"That Kathy Parsons, who, having been appointed as a Director since the last general meeting of the Company retires in accordance with the Company's Constitution rule 7.1(d), be elected as a Director of the Company."

Resolution 5 – Appointment of KPMG Australia as Auditors

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

"That, subject to the consent of the Australian Securities & Investments Commission to Ernst & Young resigning as auditor and receipt by the Company of a resignation letter from Ernst & Young, KPMG Australia be appointed, effective immediately, as auditor of the Company, having been nominated by a shareholder and consented in writing to act as auditor of the Company in accordance with Section 327B(1) of the Corporations Act 2001 (Cth)."

Special Business

Resolution 6 – Approval of Financial Assistance

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That, in accordance with sections 260A and 260B(2) of the Corporations Act 2001 (Cth), the shareholders approve the provision of financial assistance by Plush-Think Sofas Pty Ltd ACN 080 012 595 (**Plush**) in connection with the acquisition by the Company of all of the issued shares in Plush (**Acquisition**) and all elements of that transaction that may constitute financial assistance by Plush for the purposes of the Corporations Act 2001 (Cth) in connection with the Acquisition described in the Explanatory Memorandum."*

2. VOTING EXCLUSION STATEMENTS

Resolution 1 – Remuneration Report

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:

- a) a member of the Key Management Personnel as disclosed in the Remuneration Report; and
- b) a Closely Related Party of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy or attorney decides.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 1 as a proxy by a member of the Key Management Personnel, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair where the proxy appointment expressly authorises the Chair to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.

If you appoint the Chair of the AGM as your proxy, and you do not direct your proxy how to vote on the resolution in Item 1 on the voting form, you will be expressly authorising the Chair of the AGM to exercise your proxy even if the resolution in Item 1 is connected directly or indirectly with the remuneration of a KMP of the Company, which includes the Chair of the AGM. The Chair of the AGM intends to vote undirected proxies able to be voted in favour of the resolution in Item 1.

If Shareholders (including nominees, custodians or fiduciaries) have questions on the voting restrictions outlined above, they should contact the Company's share registrar, Link Market Services Limited.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

3. **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and the ASX Settlement Operating Rules, Company shares will be taken to be held by persons who are registered as Shareholders at 11:00am (AEST) on 17 October 2023. Accordingly, transfers of shares in the Company registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Sheila Lines

Company Secretary

15 September 2023

Notes

1. Proxies

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate to vote as a proxy. If a body corporate is appointed as a proxy, the body corporate must ensure that it appoints a corporate representative in accordance with Section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

If you are entitled to cast two or more votes, you may nominate one or two persons to vote on your behalf at the AGM. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes resulting from the appointment of proxies will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. A Proxy Form and a reply paid envelope have been included for members with this Notice of Meeting. Proxy voting instructions are provided on the back of the Proxy Form.

A proxy need not be a holder of shares in the Company. If you wish to direct a proxy on how to vote on a Resolution, place a mark (e.g. a cross) in the appropriate box on the Proxy Form and your votes may only be exercised in that manner. You may split your voting direction by inserting the number of shares or percentage of shares that you wish to vote in the appropriate box.

2. Proxy Delivery

Proxies must be given by post, fax, delivery or online and must be received by the Company's share registrar, Link Market Services Limited, by no later than 11:00am (Sydney time) on 17 October 2023, being 48 hours before the AGM:

By post: Nick Scali Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235

By facsimile: In Australia 02 9287 0309
 From outside Australia 61 2 9287 0309

By delivery: Link Market Services Limited
 1A Homebush Bay Drive
 Rhodes NSW 2138

or

Level 12, 680 George Street
Sydney South NSW 2000

Online www.linkmarketservices.com.au

Any revocations of proxies must be received at one of these places before the commencement of the AGM, or at the registration desk on the day of the AGM until the commencement of the AGM.

3. Voting at the meeting

In accordance with the Company's Constitution rule 6.7(d), the Chair intends to call a poll on each resolution proposed at the AGM. An ordinary resolution will be passed where more than 50% of the eligible votes cast are in favour of it. A special resolution will be passed where at least 75% of the eligible votes cast are in favour of it.

Annual General Meeting – Explanatory Memorandum

1. Ordinary Business

1.1 Consideration of the Reports

In accordance with the requirements of the Corporations Act, the Financial Report, Directors' Report and Independent Auditor's Report of the Company for the most recent financial year, which are included in the Company's Annual Report, will be laid before the meeting. Shareholders will be provided with the opportunity to ask questions about the reports or about the Company generally, but there will be no formal resolution put to the meeting. The Auditor will be available at the meeting to answer any questions in relation to the Auditor's Report or the conduct of the audit of the Financial Report.

1.2 Resolution 1 – Remuneration Report

The Corporations Act requires listed companies to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report is included on pages 9 to 14 the Company's Annual Report, which accompanies this Notice of Meeting.

The Remuneration Report outlines the remuneration arrangements in place for directors and executives of the Company, and summarises the Company's remuneration philosophy as well as providing details of the Remuneration and Human Resources Committee, which is a Board sub-committee.

Under section 250R(3) of the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. A company that receives 'no' votes of 25 percent or more against the Remuneration Report at two successive AGMs must then put a "board spill" resolution to shareholders, pursuant to section 250V of the Corporations Act. At the Company's previous annual general meeting the votes cast against the remuneration Report considered at that annual general meeting were less than 25%. Accordingly the spill resolution is not relevant for this AGM

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

The Chair intends to vote all undirected proxies able to be voted in favour of Resolution 1.

1.3 Resolution 2 – Re-election of Director Carole Molyneux

In accordance with rule 7.1(f) of the Company's Constitution, Carole Molyneux retires from office at this general meeting, and being eligible to do so, offers herself for re-election.

Carole Molyneux – Independent Non-Executive Director

Carole was appointed to the Board in 2014. She is the Chair of the Remuneration and Human Resources Committee and a member of the Audit Committee. Carole was previously Chief Executive Officer of Suzanne Grae (part of the Sussan retail Group) for 18 years until 2013.

The Directors (with Carole Molyneux abstaining) recommend that shareholders vote in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

1.4 Resolution 3 – Re-election of Director William (Bill) Koeck

In accordance with rule 7.1(f) of the Company's Constitution, William (Bill) Koeck retires from office at this general meeting, and being eligible to do so, offers himself for re-election.

William (Bill) Koeck – Independent Non-Executive Director

Bill was appointed to the Board in 2020. He is a member of both the Audit Committee and the Remuneration and Human Resources Committee. Bill is an experienced legal adviser with over 40 years of experience in mergers and acquisitions, equity capital markets, private equity, restructuring and corporate governance. For over 20 years, Bill has been a part time lecturer in corporate and securities law in the Masters of Law course at the University of Sydney. Bill is a Member of the Federal Governments Takeovers Panel. Bill is currently Non-Executive Deputy Chair and lead Independent Director, Member of Audit Risk and Governance Committee and Chair of Compensation and Nomination Committee for Coronado Global Resources Inc (ASX: CRN) and a Non-Executive Director of Poulos Bros.Group.

The Directors (with William (Bill) Koeck abstaining) recommend that shareholders vote in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

1.5 Resolution 4 – Election of Director Kathy Parsons

In accordance with rule 7.1(d) of the Company's Constitution, Kathy Parsons retires from office at this general meeting, and being eligible to do so, offers herself for re-election.

Kathy Parsons – Independent Non-Executive Director

Kathy was appointed to the Board on 1 January 2023 and brings a wealth of experience in accounting, finance, governance and risk management. Formerly she was an assurance partner at Ernst & Young with deep international experience working in Australia, the USA and the UK in a broad range of industries including retail and real estate. She was also part of the Oceania assurance leadership team responsible for quality assurance and risk management. Kathy was the signing partner on the audit of Nick Scali Limited from 2012 to 2018. Kathy is currently Non-Executive Director and Chair of the Audit Risk and Compliance Committee for McMillan Shakespeare Ltd (ASX: MMS) and Non-Executive Director and Chair of the Audit and Risk Committee for Shape Australia Corp Ltd (ASX: SHA). Kathy was formerly Non-Executive Director and Chair of the Audit Committee for Tassal Group Limited (ASX: TGR).

The Directors (with Kathy Parsons abstaining) recommend that shareholders vote in favour of Resolution 4.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

1.6 Resolution 5 – Appointment of KPMG Australia as Auditors

During the year the Company undertook a competitive tender process for the statutory audit services of the Company. The outcome of this tender process was that the Audit and Risk Committee recommended that KPMG Australia replace Ernst & Young as auditor of the Company. This recommendation was adopted by the Board.

Accordingly, pursuant to Section 329(5) of the Corporations Act, Ernst & Young has notified the Company that it has applied to ASIC for consent to resign as auditor of the Company with such resignation to take effect at the AGM.

In accordance with section 327B(1)(b) of the Corporations Act, the Company is required to fill the vacancy in the office of auditor at this AGM. Pursuant to section 328B(1) of the Corporations Act, the Company received a valid notice of nomination of auditor for the appointment of KPMG Australia as the auditor of the Company. A copy of the nomination is provided at Attachment A of this Notice of Meeting. KPMG Australia has provided the Company with its valid consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

In accordance with section 327B(1)(b), Shareholders must pass an ordinary resolution at this AGM to appoint KPMG Australia as the Company's auditor subject to ASIC consenting to the resignation of Ernst & Young.

The Directors recommend that shareholders vote in favour of Resolution 5.

The Chair intends to vote all undirected proxies in favour of Resolution 5.

2. SPECIAL Business

2.1 Resolution 6 – Approval of Financial Assistance

Approval is sought by special resolution, which requires at least 75% of the votes that are cast on the resolution to be in favour of the resolution. Resolution 6 seeks the approval of the Company's shareholders, pursuant to sections 260A and 260B(2) of the Corporations Act, for financial assistance to be provided by Plush-Think Sofas Pty Ltd ACN 080 012 595 (**Plush**).

(a) *Funding arrangements*

As announced to the market on 1 November 2021, the Company completed the acquisition of Plush (the **Acquisition**).

The Acquisition was partly or wholly funded by existing debt facilities (**Debt Funding**) provided to the Company and its subsidiaries under one or more facility agreements entered into by, among others, the Company and a financial institution (**Banking Documents**).

(b) *Obligations to Financiers*

The Company wishes to include Plush as a party to the Banking Documents as an obligor and as such they will be required to guarantee, and grant security in respect of, the performance of the obligations of the Company and its subsidiaries (as borrower and/or guarantor), which includes the repayment of the Debt Funding.

By becoming party to the Banking Documents as an obligor, among other benefits, much greater flexibility will be afforded to effect intra-group transactions with Plush and Plush will also be capable of directly accessing the facilities made available under the Debt Funding.

In addition, as a result of providing a guarantee under, and security in respect of, the Banking Documents, Plush will also be required to guarantee, and secure, the performance of the obligations of the Company and/or its subsidiaries under a number of other existing third-party ancillary debt finance provided to the Company and/or its subsidiaries (**Ancillary Finance Documents**).

These are customary requirements for such funding arrangements. It is expected that Plush will also give certain customary representations, warranties and undertakings, and will grant the financier certain customary rights in the event that Plush, the Company or another subsidiary commits certain defaults (such as committing a breach or becoming insolvent).

(c) *Financial Assistance*

Section 260A of the Corporations Act prohibits a company from financially assisting any person to acquire shares in that company or a holding company of that company, unless the assistance:

- does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors;
- is approved by shareholders under section 260B of the Corporations Act; or
- falls within a limited number of exemptions under section 260C of the Corporations Act, none of which apply to the Acquisition.

As described above, as the Acquisition was partly or wholly funded by the Debt Funding and it is expected that Plush will guarantee, and secure, the obligations of the Company and/or its subsidiaries under the Banking Documents (including the repayment of the Debt Funding) and the

Ancillary Finance Documents, which may directly or indirectly assist another entity to acquire shares in Plush.

This assistance may constitute financial assistance to acquire shares in Plush for the purposes of section 260A of the Corporations Act. Plush will therefore seek the approval of the Company (as Plush's sole shareholder) to give such financial assistance. This is a typical practice in such circumstances.

(d) *Effects of the Proposed Financial Assistance*

Plush may suffer adverse effects as a result of participating in the arrangements in connection with the Acquisition, including:

- Plush may become liable as a guarantor for the guaranteed money, or as a security provider for the secured money, and may become subject to enforcement action by the financiers under the Banking Documents or the Ancillary Finance Documents (together, **Finance Documents**) in the event of a default under the Finance Documents; and
- the customary representations, warranties and undertakings which Plush is contemplated to give may impose certain restrictions on its ability to, amongst other things:
 - grant further security over its assets or dispose of assets;
 - make distributions to shareholders; and
 - borrow money in the future or incur further financial indebtedness.

(e) *Reasons for Giving Financial Assistance*

The main reasons for the giving of financial assistance described above in connection with the Acquisition are:

- greater flexibility will be afforded to effect intra-group transactions with Plush; and
- it benefits Plush to assist its holding company to be able to obtain finance in order to provide to its subsidiaries (including Plush) with finance on better terms than would be available to Plush on a standalone basis.

(f) *Requirement for Approval by the Company's Shareholders*

In addition, under section 260B(2) of the Corporations Act, if a company giving financial assistance will be a subsidiary of a listed Australian company immediately after the relevant acquisition of shares, the financial assistance must also be approved by a special resolution passed at a general meeting by the shareholders of the listed company.

Accordingly, Plush can only financially assist to acquire shares as contemplated under the Finance Documents if the shareholders of the Company pass a special resolution approving the financial assistance at a general meeting.

The Directors recommend that shareholders vote in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

3. Glossary

ASX means the Australian Securities Exchange.

Board means the Board of Directors of the Company.

Closely Related Party has the meaning given to it in the *Corporations Act 2001* (Cth).

Company means Nick Scali Limited (ABN 82 000 403 896).

Corporations Act means Corporations Act 2001 (Cth),

Director means a director of the Company

Explanatory Memorandum means the explanatory memorandum which forms part of this Memorandum.

Group means the Company and its subsidiaries.

Key Management Personnel has the meaning given to it in the *Corporations Act 2001* (Cth).

Memorandum means all of the documents accompanying the Notice of Meeting and referred to in the contents section.

Notice of Meeting means the notice of meeting which forms part of this Memorandum.

Proxy Form means the proxy form for the AGM, attached as Attachment B.

Resolution means the resolution in the Notice of Meeting.

Shareholder means a person who holds shares in the Company.

Attachment A - Member nomination of KPMG Australia as auditor.

Attachment B - Proxy Form.

NICK SCALI LIMITED
ABN 82 000 403 896
HEAD OFFICE
Level 7 Trinita 2
39 Delhi Road
North Ryde NSW 2113
Phone: +61 2 7255 9919


nickscali

12 May 2023

To Nick Scali Limited,

I, Stephen Goddard, being a shareholder and member of the company, nominate KPMG Australia for appointment as the statutory auditor of Nick Scali Limited at the next Annual General Meeting.

Yours sincerely,



Stephen Goddard

Chair, Audit and Risk Committee


LODGE YOUR VOTE

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

 **BY MAIL**
 Nick Scali 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
 Level 12, 680 George Street, Sydney NSW 2000

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



X99999999999

PROXY FORM

I/We being a member(s) of Nick Scali Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, 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 **11:00am on Thursday, 19 October 2023 at Level 4, 100 Walker Street, North Sydney, NSW 2060 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Chairman of the Meeting 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 Meeting**. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*			
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Appointment of KPMG Australia as Auditors	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director Carole Molyneux	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director William (Bill) Koeck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4 Election of Director Kathy Parsons	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or 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, either 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).

NCK PRX2301C



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 on the form. 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 Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting in favour of each item of business set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of 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 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting 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:

- 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
- 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 holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at 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 **11:00am on Tuesday, 17 October 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Nick Scali 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*
Level 12
680 George Street
Sydney NSW 2000

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**