

CETTIRE

Level 40/140 William Street
Melbourne VIC 3000

NOTICE OF 2025 ANNUAL GENERAL MEETING

Melbourne, Victoria: 9 October 2025 – Cettire Limited (ASX:CTT) (Company or Cettire), a global luxury online retailer, gives notice that the Annual General Meeting (AGM or Meeting) of Cettire will be held on Wednesday, 19 November 2025 commencing at 1:30 pm (AEDT).

To provide all Shareholders the opportunity to participate in the Meeting, the AGM will be held as a virtual online meeting. Shareholders will be able to ask questions and vote during the AGM.

In accordance with the provisions of the Corporations Act 2001 (Cth), the Notice of Meeting, accompanying explanatory notes and information on how to attend and vote at the virtual AGM (AGM Documents) are being made available to shareholders electronically only. Printed copies of the AGM Documents will only be sent to Shareholders who elected to receive them in hard copy by the relevant date.

A copy of the AGM Documents is available for download on the Company's corporate website at: <https://www.cettireinvestors.com/announcements>.

A copy of the FY25 Annual Report is available on the Company's corporate website at: <http://www.cettireinvestors.com/publications>.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the AGM Documents and voting form.

Shareholders who have not yet elected to receive electronic communications from the Company will receive a copy of this communication and a personalised proxy form by post.

The Company encourages all shareholders to lodge a directed voting form as soon as possible in advance of the AGM, even if you are planning to attend the AGM online. Voting forms can be lodged online, by mail or in person by following the instructions on the voting form. Voting forms must be received by the Company's share registry, Automic by 1.30 pm (AEDT) on Monday, 17 November 2025.

Electronic communication is convenient, efficient, cost effective and importantly reduces the impact on the environment. The Company therefore encourages its shareholders to receive all communications electronically. To do this, please update your communication elections online at <https://investor.automic.com.au/#/home>. If you have not yet registered with Automic, you will need your shareholder information including your SRN/HIN.

If you are unable to access the AGM Documents online, please contact the Company's share registry via email: hello@automicgroup.com.au or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30 am and 5.30 pm (AEDT) Monday to Friday, for assistance or to arrange a copy.

This announcement has been authorised for release by the Board of Directors of Cettire Limited.

-ENDS-

CETTIRE

Level 40/140 William Street
Melbourne VIC 3000

Further Information please contact:

Investors

Tim Hume

CFO

investors@cettire.com

Investors

Sam Wells

NWR Communications

sam@nwrcommunications.com.au

+61 427 630 152

Media

Marie Festa

EVP Communications

marie.festa@cettire.com

+61 405 494 705

About Cettire

Launched in 2017, Cettire is a global online platform, offering a large selection of in-demand personal luxury goods via its website, cettire.com. Cettire has access to an extensive catalogue of more than 2,500 luxury brands and 500,000 products of clothing, shoes, bags, and accessories. Visit: www.cettireinvestors.com

CETTIRE

CETTIRE LIMITED
ACN 645 474 166
NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM

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

DATE: Wednesday, 19 November 2025

TIME: 01:30 pm (AEDT)

PLACE: Virtual Online

The business of the Meeting affects your shareholding and your vote is important.

This Notice 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 prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (AEDT) on Monday, 17 November 2025.

<https://www.cettire.com/au/>

CETTIRE

Level 40/140 William Street
Melbourne VIC 3000

9 October 2025

Dear Shareholder,

2025 Annual General Meeting of Cettire Limited

On behalf of the Directors of Cettire Limited (**Cettire**), I am pleased to invite you to attend Cettire's 2025 Annual General Meeting which will be held as a virtual online meeting at 1:30 pm (AEDT) on Wednesday, 19 November 2025 (**Meeting**).

Shareholders are encouraged to access the FY25 Annual Report via the Company's website:
<https://www.cettireinvestors.com/publications>.

Accessing Meeting Documents & Lodgement of Proxies Online

The Corporations Act permits a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, the Notice of Meeting will only be mailed to those Shareholders who have elected to receive the Notice of Meeting and other information regarding a meeting in hard copy. Details of where you can access the Notice of Meeting, lodge a proxy and participate in the meeting will be emailed to Shareholders that have not elected to receive the Notice of Meeting by mail.

Cettire's Notice of Meeting, which sets out the details of the resolutions being put to the Meeting, important voting information and an Explanatory Memorandum can be found online at:
<https://www.cettireinvestors.com/announcements>.

Printed copies of the Notice of Meeting or Proxy Form will only be sent to Shareholders who elected to receive them in hard copy by the relevant date.

If you are unable to access the Meeting documents online, please contact Cettire's share registry, Automic by email: hello@automic.com.au or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30 am and 5:30 pm (AEDT) Monday to Friday, for assistance or to arrange a copy to be provided.

Electronic Communications

We encourage all shareholders to switch to electronic communications by providing an email address at <https://portal.automic.com.au/investor/home>. This enables the fastest possible flow of information to you in the most secure, sustainable and cost-effective manner possible.

We look forward to your attendance and participation at the Meeting.

Yours sincerely,



Steven Fisher
Non-Executive Chairman

Participation Information - 2025 Annual General Meeting

How to create an Online Account with Automic

To create an account with Automic, please login to <https://portal.automic.com.au/investor/home>, click on 'register' and follow the steps. Shareholders will need their SRN or HIN to create an account with Automic.

Attending & Participating Online

Shareholders must use the Automic meeting platform to attend and participate in the Meeting virtually. Shareholders with an existing account with Automic (with a username and password) will need to follow the steps below to attend and vote at the virtual Meeting on the day of the Meeting.

To participate in the meeting, you can log in by entering the following URL:
<https://portal.automic.com.au/investor/home> on your computer, tablet or smartphone.

Online registration will open approximately 30 minutes before the meeting.

To make the registration process quicker, please create your online account with Automic before the day of the Meeting.

To participate in the Meeting online follow the instructions below:

1. Login to your account via the Automic website (<https://portal.automic.com.au/investor/home>) using your username and password.
2. Login using your username and password. If you do not already have an account, click "Register" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "Register". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen .
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

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

8. Once the virtual Meeting is 'open', click on 'View' and then 'Register' and follow the steps displayed on screen.
9. Once the Chair declares 'voting open', click on 'refresh' to access your virtual voting card and follow the steps and instructions to complete the voting process.

If you experience any technical difficulties, please contact Automic by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Vote and Ask Questions at the Meeting

Shareholders can appoint a proxy online prior to the Meeting or direct vote online during the Meeting. Please refer to the Notes to the Notice of Meeting for further details. Voting on all resolutions will be conducted by a poll.

A reasonable opportunity will be provided for Shareholders to ask questions and to make comments on Company matters that are the subject of the Meeting. Questions may be submitted during the meeting via the online platform to the Chairman about the operations and management of the Company or to the Company's auditor about the content of the auditor's report and the conduct of the audit.

Questions may also be submitted in advance of the Meeting via email to the Company Secretary, Mr Daniel Petravicius, at cosec@sourceservices.com.au by 5:00 pm (AEDT) on Friday, 14 November 2025.

Vote by Proxy

Shareholders can also participate prior to the Meeting by completing and submitting their proxy instructions online at: <https://portal.automic.com.au/investor/home>.

All proxy instructions are to be received by the Company's share registry by 1:30 pm (AEDT) on Monday, 17 November 2025 in order to be valid. Proxyholders will need to contact Automic prior to the meeting to obtain their login details.

Cettire Limited
ACN 645 474 166
Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Cettire Limited will be held virtually online using the Automic meeting platform at 1:30 pm (AEDT) on Wednesday, 19 November 2025.

This Notice of Annual General Meeting is an important document and should be read in its entirety. The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Memorandum form part of this Notice.

BUSINESS OF THE MEETING

- A. Address by the Chairman**
- B. Address by the Chief Executive Officer**
- C. Receive the 2025 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: No vote is required on this item of business.

D. Ordinary Resolutions

Resolution 1: Remuneration Report

To consider and, if in favour, pass the following resolution as an **advisory** (non-binding) resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

"That, the Company adopt the Remuneration Report for the year ended 30 June 2025 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Note: This resolution is subject to a voting prohibition as set out within this Notice of Meeting. This resolution is advisory only and does not bind the Company or the Directors.

Resolution 2: Election of Non-Executive Director – Mr Steven Fisher

Mr Steven Fisher was appointed as a Non-Executive Director of the Company on 26 February 2025 and retires in accordance with ASX Listing Rule 14.5 as well as Rules 19.3 and 19.5 of the Constitution.

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

“That, Mr Steven Fisher who, having previously been appointed to fill a casual vacancy, retires in accordance with ASX Listing Rule 14.5 as well as Rules 19.3 and 19.5 of the Constitution, and having consented to act and being eligible, be elected as a Director of the Company.”

Note: There are no voting exclusions on this resolution.

Resolution 3: Approval to issue 22,874,292 Performance Rights to Mr Dean Mintz, Chief Executive Officer

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

“That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, the Shareholders of the Company approve the granting of 22,874,292 Performance Rights to Mr Dean Mintz, Chief Executive Officer (or his nominee), under the Company’s Employee Incentive Plan, and on the terms outlined in the Explanatory Memorandum.”

Note: This Resolution is subject to a voting exclusion and a voting prohibition as set out within this Notice of Meeting.

BY ORDER OF THE BOARD



Daniel Petraviccius

Company Secretary

9 October 2025

IMPORTANT INFORMATION

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 pm (AEDT) on Monday, 17 November 2025 (**Entitlement Time**).

This means that if you are not the registered holder of a Share at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

ANNUAL REPORT

The Company's FY25 Annual Report may be accessed on the Company's website at <https://www.cettireinvestors.com/publications> and via ASX at <https://www.asx.com.au/markets/company/CTT>.

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 INTENTIONS

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 3 (inclusive). In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 3 (inclusive).

VOTING EXCLUSION STATEMENTS

Resolution 1 – Remuneration Report

No voting exclusions apply, however there is a voting prohibition - see below.

Resolution 2: Election of Non-Executive Director – Mr Steven Fisher

No voting exclusions apply.

Resolution 3: Approval to issue 22,874,292 Performance Rights to Mr Dean Mintz, Chief Executive Officer

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Dean Mintz, and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan, or any of their respective associates.

However, for the purposes of ASX Listing Rule 14.11, this does not apply to a vote cast in favour of the 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 Chairman 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 Chairman to vote on the Resolution as the Chairman 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.

In addition, a voting prohibition applies – see below.

VOTING PROHIBITIONS

Resolution 1: Remuneration Report

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 3: Approval to issue 22,874,292 Performance Rights to Mr Dean Mintz, Chief Executive Officer

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

SHAREHOLDER QUESTIONS

Whilst Shareholders will be provided with the opportunity to ask questions 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 Annual Shareholders' Meeting to the Company Secretary, Mr Daniel Petravicius, at cosec@sourceservices.com.au by 5:00 pm (AEDT) on Friday, 14 November 2025.

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.

PROXY VOTING

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 Form accompanies this Notice.
- If a Shareholder wishes to appoint a proxy, the Shareholder must 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.
- 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.

- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- The Proxy Form (together with any relevant authority) must be **received by no later than 1:30 pm (AEDT) on Monday, 17 November 2025** before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

- If you have any queries on how to cast your votes, please contact the Company's share registry, Automic by email: hello@automicgroup.com.au or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30 am and 5:30 pm (AEDT).

JOINT HOLDERS

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

CORPORATE REPRESENTATIVES

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.

CETTIRE LIMITED
ACN 645 474 166

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Cettire Limited to be held virtually online using the Automic meeting platform at 1:30 pm (AEDT) on Wednesday, 19 November 2025.

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.

Terms defined in the Explanatory Memorandum have the same meaning where used in this Notice or as otherwise defined in the Glossary.

2. Annual Report

In accordance with section 317 of the Corporations Act, the Company is required to lay before the Annual General Meeting the report of the Directors, the Auditor's Report and the Financial Report.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

As permitted by the Corporations Act, a printed copy of the Company's 2025 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 2025 Annual Report may be accessed via the ASX and on the Company's website at <https://www.cettireinvestors.com/publications>.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Written questions for the auditor must be delivered by 5:00 pm on Wednesday, 12 November 2025 (AEDT).

Please send any written questions for the auditors to:

The Company Secretary
Cettire Limited
Level 40, 140 William Street
Melbourne, VIC, Australia, 3000

or via email to: cosec@sourceservices.com.au

3. Resolution 1 – Adoption of Remuneration Report

3.1. General

In accordance with subsection 250R(2) of the Corporations Act, the Company is required to put to its Annual General Meeting a Resolution for the Remuneration Report to be adopted by Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements described in the Remuneration Report.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ended 30 June 2025.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the basis for remunerating Non-executive Directors and senior executives.

A copy is available on the Company's website at <https://www.cettireinvestors.com/publications> and on the ASX,

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2. Voting Consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report (a **Strike**) in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company, at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2024 annual general meeting held on 29 November 2024. If the Remuneration Report receives a Strike at this Meeting, then if a second Strike is received at the 2026 annual general meeting, this may result in a Spill Resolution being put at that meeting.

3.3. Directors' Recommendation

As the Resolution relates to matters including the remuneration of the Directors, the Board makes no recommendation regarding this Resolution.

4. Resolution 2 – Election of Non-Executive Director – Mr Steven Fisher

4.1. General

Rules 19.3 and 19.5 of the Constitution and ASX Listing Rule 14.4 state that a Director appointed to fill a casual vacancy or as an addition to the existing Board must not hold office without election past the next annual general meeting of the Company following the Director's appointment.

Mr Steven Fisher was appointed as a Director of the Company on 26 February 2025 and retires in accordance with Rules 19.3 and 19.5 of the Constitution as well as ASX Listing Rule 14.5 and stands for election.

If Resolution 2 is passed, Mr Fisher will be elected as a Director of the Company for a term of 3 years', subject to the rotational requirements contained in the Constitution and the Listing Rules.

If Resolution 2 is not passed, Mr Fisher will not be elected as a Director and will cease office from the close of the Meeting.

4.2. Biography

Mr Steven Fisher is a highly qualified ASX200 company Chairman and Non-Executive Director as well as private company CEO in the retail sector. He has over 30 years' experience in driving strategic growth across multiple geographies for multi-brand consumer facing businesses.

Mr Fisher has held long standing Non-Executive Director roles at several ASX listed companies in the retail sector, including as Non-Executive Chairman of The Reject Shop Limited (ASX:TRS), Breville Group (ASX:BRG) and Laybuy Group (ASX:LBY).

Mr Fisher's last executive role was Managing Director at Voyager Group of Companies, one of Australia's leading branded apparel manufacturers and distributors, where he led strategic growth over the course of 25 years.

4.3. Independence

Mr Steven Fisher was appointed as an Independent Non-Executive Director on 26 February 2025.

If elected, the Board considers Mr Fisher to be an independent director. He is not considered by the Company to hold any interest, position, or relationship that might influence, or reasonably be perceived to influence, in a material respect, his ability to bring an independent judgment to bear on matters before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual security holder or other party.

4.4. Directors' Recommendation

The Directors (with Mr Fisher abstaining) recommend that Shareholders vote in favour of this Resolution.

5. Resolution 3 – Approval to issue 22,874,292 Performance Rights to Mr Dean Mintz, Chief Executive Officer

5.1. General

Performance Rights confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Plan.

Subject to the approval of Shareholders, the Company proposes to grant a maximum number of 22,874,292 Performance Rights to Mr Dean Mintz, Chief Executive Officer (or his nominee).

The objective of the proposed grant of Performance Rights to Mr Mintz is primarily to link the reward of Performance Rights to Shareholder value creation, align his interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Performance Rights shall be issued under and subject to the terms of the Plan.

ASX Listing Rule 10.14 provides that a company must not issue equity securities to a director of the Company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under ASX Listing Rule 7.1.

5.2. Key Terms of Performance Rights

The key terms of the Performance Rights are set out in the table below:

Recipient	Mr Dean Mintz, Chief Executive Officer (or his nominee).
Number	22,874,292 Performance Rights made up of 4 tranches: Tranche 1 – 5,718,573 Tranche 2 – 5,718,573 Tranche 3 – 5,718,573 Tranche 4 – 5,718,573

Vesting Conditions	Subject to the Directors determining that the applicable vesting conditions, including the Performance Hurdles summarised below, and Mr Mintz remaining employed as the Group CEO or other senior executive employment role of the Company or its subsidiaries, or otherwise engaged by the Company or its subsidiaries, at the vesting date, and any performance hurdles being satisfied, the Performance Rights will vest.
Vesting Period	The Vesting Period will commence on the relevant grant date and cease on the 4th anniversary of the grant date (i.e. 4-years from the grant date).
Performance Hurdles	The following Performance Hurdles apply to each applicable Tranche of Performance Rights: Tranche 1 – the Company maintains a volume weighted average share price of \$1.00 over the course of a continuous 90-day period during the Vesting Period. Tranche 2 – the Company maintains a volume weighted average share price of \$1.50 over the course of a continuous 90-day period during the Vesting Period. Tranche 3 – the Company maintains a volume weighted average share price of \$2.00 over the course of a continuous 90-day period during the Vesting Period. Tranche 4 – the Company maintains a volume weighted average share price of \$2.50 over the course of a continuous 90-day period during the Vesting Period.
Restriction Period	Performance Rights are Restricted Awards in accordance with the Employee Incentive Plan for the period until they vest or expire.
Cash alternative	Upon vesting and exercise of the Performance Rights, the Board may (in its discretion) elect to pay Mr Mintz a cash sum instead of issuing or providing Shares. The cash sum would be equivalent to the then current market price of Shares.
Other Conditions	Other key terms of the Plan are detailed in Schedule 2 of this Explanatory Memorandum.

5.3. **Specific information required by Listing Rule 10.15**

In accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Performance Rights:

- (a) It is intended that 22,874,292 Performance Rights will be issued within ten (10) days after the Meeting, but in any event will be issued no later than three (3) years after the Meeting.
- (b) The Performance Rights will be issued to Mr Mintz pursuant to the Plan for \$nil consideration.

- (c) For the purposes of ASX Listing Rule 10.15.2, Mr Mintz falls under category 10.14.1 of the ASX Listing Rules, as he is a current Director of the Company.
- (d) For the purposes of ASX Listing Rule 10.15.6, the Company proposes to issue Performance Rights to Mr Mintz (as opposed to fully paid ordinary securities) for the following reasons:
 - i. Performance Rights are designed to incentivize employees, and in this case, to incentivize Mr Mintz as Chief Executive Officer of the Company;
 - ii. the Performance Rights also act to provide an incentive for the achievement of long-term operational and strategic goals that lead to long-term growth as well as a retention incentive for key employees, such as Mr Mintz; and
 - iii. equity-based incentives assist in the alignment of Shareholders' and Directors' interests.
- (e) Mr Mintz has not previously received any Performance Rights under the Plan.
- (f) There are no loan arrangements with Mr Mintz in relation to the acquisition of the Performance Rights.
- (g) The other general terms for the Performance Rights are outlined in Schedule 2 of this Explanatory Memorandum
- (h) A valuation of the Performance Rights to be issued to Mr Mintz is contained in Section 5.4 below.
- (i) The current total annual remuneration package for Mr Mintz is set out in Section 5.5 below.
- (j) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (k) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

5.4. Valuation of Performance Rights

Consistent with accounting standards, the Company discloses the following information concerning the value of the Performance Rights to be issued. A fair value for the Performance Rights to be issued has been calculated using the Monte Carlo Simulation (**MCS**) Methodology, which utilises the Binomial Option Pricing Model, to estimate the fair value of the Performance Rights and is based on a number of assumptions, set out below. This methodology is commonly used for valuing Performance Rights and is one of the permitted methodologies under ASIC Regulatory Guide 76. The Board believes this valuation model to be appropriate to the

circumstances and has not used any other valuation or other models in proposing the terms of the Performance Rights.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 22 September 2025 and have been prepared by an external valuer.

	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Underlying Price	\$0.505			
Vesting Date	The date on which the Directors determine that the applicable vesting conditions have been met.			
Exercise Price	\$0.00			
Term	4 years			
Risk Free Rate	3.522%			
Dividend Yield (estimate)	0%			
Volatility	110%			
Value - per Performance Right	\$0.4531	\$0.4223	\$0.3971	\$0.3768
Number of Performance Rights Issued	5,718,573	5,718,573	5,718,573	5,718,573
Employee Benefit Expense	\$2,591,085	\$2,414,953	\$2,270,845	\$2,154,758

A significant factor in the determination of the final value of Performance Rights will be the ultimate share price at the date of the final Performance Rights granted (this will be the date of approval by the Shareholders if such approval is obtained). The following table details the potential total employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 22 September 2025.

	Highest	Lowest Price
Closing Price (\$)	\$2.24	\$0.25
Date	17 October 2024	16 June 2025
Dean Mintz	\$51,238,414	\$5,718,573

5.5. Remuneration

Excluding the value of the proposed Performance Rights to be issued under this Resolution, Mr Mintz currently receives annual fixed remuneration in the sum of \$850,000 (plus super) as well

as an annual cash short-term incentive valued at up to 100% of total fixed remuneration for his position as Executive Director and Chief Executive Officer. The amounts stated are per annum comprising salary, superannuation contributions and known short-term incentive payments.

5.6. Financial Benefit - Section 208 of Corporations Act

The Board has considered the application of Chapter 2E of the Corporations Act to the issue of Performance Rights to Mr Mintz and considers that the financial benefit given by such grant of Performance Rights constitutes reasonable remuneration to Mr Mintz given (i) the circumstances of the Company and (ii) Mr Mintz's role and responsibilities at the Company, for the purposes of the exception contained in section 211(1) of the Corporation Act. Therefore, the Company is not seeking Shareholder approval pursuant to section 208 of the Corporations Act in addition to the approval being sought under the Listing Rules.

5.7. Existing Interests and the Dilutionary Effect on Other Shareholders' Interests

	Mr Dean Mintz
Total Issued Capital	381,238,220
Shares currently held by Director (including indirect interests)	137,182,925
% of Shares currently held by Director	35.98%
Performance Rights held by the Director prior to AGM (including indirect interests)	0
Options held by the director prior to AGM (including indirect interests)	0
Performance Rights to be issued under this Resolution	22,874,292
Shares that will be held by the Director assuming the vesting and exercise of all Performance Rights and Options held by the Director	160,057,217
% of Shares that would be held by the Director assuming no other issue of Shares	39.61%

5.8. Voting Consequences

If shareholder approval is obtained, the Company will proceed to issue the Performance Rights to Mr Mintz under the Plan. If shareholder approval is not obtained, the Company will not be able to proceed with the issue of the Performance Rights under the Plan, and the Company

will have to consider alternative commercial means to appropriately incentivise Mr Mintz, which may include:

1. cash incentives; and/or
2. issuing the Performance Rights on the basis that they will be fulfilled on exercise exclusively by way of purchase of existing Shares on market, as permitted by Listing Rule 10.16 (which is an exception to the requirement for shareholder approval as contained in Listing Rule 10.14).

5.9. Directors Recommendation

The Directors (with Mr Mintz abstaining) recommend that Shareholders vote in favour of this Resolution.

SCHEDULE 1: Glossary

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

2025 Annual Report or Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the financial year ended 30 June 2025.

\$ or A\$ means Australian dollars.

AEDT means Australian Eastern Daylight-Saving Time.

Annual General Meeting or Meeting means the general meeting of the Company to be held on Wednesday, 19 November 2025 pursuant to this Notice of Annual General Meeting.

ASX means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires.

Auditor's Reports means the auditor's report on the Financial Report.

Board or Board of Directors means the Board of Directors of the Company.

Chair or Chairman means the chair of the Meeting, proposed to be the chairman of the Company, who is currently Mr Steven Fisher.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Cettire Limited ACN 645 474 166.

Constitution means the constitution of the Company, as amended from time to time.

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

Corporations Regulation means *Corporations Regulations 2001* (Cth).

Directors means the directors of the Company.

Directors' Report means annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities contained in the 2025 Annual Report.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum set out in the body of this document.

HIN means Holder Identification Number.

Key Management Personnel or KMP means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise), and named as KMPs in the Annual Report.

Listing Rules means the listing rules of ASX.

Notice of Annual General Meeting or **Notice** means the notice of Annual General Meeting set out in the body of this document.

Employee Incentive Plan or **Plan** means the Employee Incentive Plan adopted by Shareholders at the 2023 annual general meeting.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the section of the 2025 Annual Report that is included under section 300A(1) of the Corporations Act.

Resolution means a resolution set out in the Notice, to be passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll.

Shareholder means a holder of Shares in the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

SRN means Securityholder Reference Number.

SCHEDULE 2: Summary of Material Terms of the Plan

A summary of the material terms of the Plan is set out below.

Topic	Summary
Eligibility	The Company may, at the discretion of the Board, offer and issue Awards to any person who is an 'ESS Participant' (as that term is defined in section 1100L of the Corporations Act) in relation to the Company or its Associated Entities (as defined in section 50AAA of the Corporations Act). This includes directors and certain people who provide services under a contract.
Purpose	The purpose of the Plan is to encourage eligible participants to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all participants.
Awards	Under the Plan rules, the Company may offer or issue to eligible participants, the following types of awards (Awards): • options: a right to be issued or provided with a Share upon payment of an exercise price and satisfaction of specified vesting conditions; • performance rights: a right to be issued or provided with a Share for nil exercise price upon the satisfaction of specified vesting conditions; • deferred share awards: Shares issued to participants:—who elect to receive Shares in lieu of wages, salary, director's fees, or other remuneration; or —by the Company in its discretion, in addition to their wages, salary and remuneration, or in lieu of any discretionary cash bonus or other incentive payment; and • exempt share awards: Shares issued for no consideration or at an issue price that is a discount to the market price with the intention that up to \$1,000 (or such other amount that is exempted from tax under the Income Tax Assessment Act 1936 (Cth) or the Income Tax Assessment Act 1997 (Cth) from time to time) of the total value or discount (as applicable) received by each employee will be exempt from tax.
Issue cap for Awards offered for monetary consideration	If an offer of Awards under the Plan is to be made in respect of which monetary consideration is payable by the participant (either upfront, or on exercise of convertible securities), the offer must comply with applicable law, including the 'issue cap' under Division 1A Part 7.12 of the Corporations Act. An offer of Awards for monetary consideration under the Plan complies with the 'issue cap' if, at the time the offer is made, the Company reasonably believes that: • the total number of Shares that may be issued or acquired upon exercise of the Awards the subject of the offer; plus • the total number of Shares issued or that may be issued under offers that were both received in Australia and made in connection with an employee share scheme (as defined in section 1100L(1) of the Corporations Act) at any time during the 3 year period ending on the day the offer is made, does not exceed 5% of the total number of issued Shares before the offer is made or such other limit as may be specified by law (unless the Constitution specifies a different percentage).
Vesting	The Awards held by a participant will vest in and become exercisable by that participant upon the satisfaction of any vesting conditions specified in the offer and in accordance with the Plan rules. Vesting conditions may be

	waived at the discretion of the Board (unless such waiver is excluded by the terms of the Award).
Acquisition Price	The Board has a discretion to determine the issue price and/or exercise price for the Awards.
Exercise	A participant is entitled to exercise an Award only after the Award has vested. Exercise of an Award also requires the participant to pay the aggregate issue price (if any) for the Shares to be issued.
Restrictions on dealing	A participant must not sell, transfer, mortgage, pledge, charge, grant a security interest over or otherwise dispose of any Awards while they remain restricted Awards, or agree to do any of those things, during the applicable restriction period. Without limiting its discretions under the Plan rules, the Board may at any time in its discretion waive or shorten the restriction period applicable to an Award.
Cessation of employment	No person will be entitled to any benefit in connection with their cessation of employment to the extent that the giving of the benefit would give rise to a breach of Part 2D.2 of the Corporations Act or any other provision of any other applicable law that limits or restricts the giving of such termination benefits. If the Corporations Act or any other applicable law limits the amount of the benefit, or the amount of the benefit that may be given without obtaining Shareholder approval, the benefit is capped at that amount and no further benefit is required to be provided to the relevant person. The Company is not required to seek or obtain the approval of its Shareholders for the purpose of overcoming any limitation or restriction imposed by the Corporations Act or any other applicable law, although it may choose to do so.
Change of control and other circumstances which may trigger early vesting	In the event a takeover bid is made to acquire all of the Shares on issue, or a scheme of arrangement, selective capital reduction or other transaction is initiated, or other event occurs or state of affairs exists, which, in the Board's opinion, is likely to result in a change of control (within the meaning of section 50AA of the Corporations Act) of the Company, the Board may, in its discretion, make a determination that all or a specified number of Awards: vest; cease to be subject to some or all vesting conditions and/or restriction period (as applicable); and/or if the relevant Awards are options, are subject to an exercise period as determined by the Board.
Adjustments	If the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of a participant will be changed to the extent necessary to comply with the ASX Listing Rules as they apply at the relevant time. If the Company makes a pro-rata bonus issue to the holders of its Shares, and the Award is not exercised prior to the record date in respect of that bonus issue, the Award will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder if the Award had been exercised prior to the record date. A participant is not entitled to participate in a new issue of Shares or other securities made by the Company to holders of its Shares without exercising the Awards, or unless the applicable Shares comprising the Award are on issue before the record date for the relevant issue.

Trustee	The Company may appoint a trustee to acquire and hold Shares, options, or other securities of the Company either on behalf of participants or for the purposes of satisfying the Company's obligations under the Plan.
Administration	The Plan is administered by the Board, or a committee of the Board, which has an absolute discretion to determine appropriate procedures for administration of the Plan consistent with the Plan rules; resolve questions of fact or interpretation arising in connection with the Plan or the Plan rules; formulate special terms and conditions (subject to the ASX Listing Rules), in addition to those set out in the Plan rules to apply to participants employed and/or resident in and/or who are citizens of countries other than Australia; and amend the Plan rules.

Your proxy voting instruction must be received by **1:30pm (AEDT) on Monday, 17 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

