

Notice of Annual General Meeting

InvestSMART Group Limited

ACN 111 772 359

(ASX:INV)



Important information: Shareholders should read this Notice of Meeting and Explanatory Memorandum in full. This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. If you are in any doubt about the action you should take, please consult your stockbroker, solicitor, accountant or other professional adviser without delay.

Notice is given that the 2024 Annual General Meeting (**Meeting**) of InvestSMART Group Limited ACN 111 772 359 (**InvestSMART** or the **Company**) will be held as follows:

Date Friday 8 November 2024
Time 11.00am (AEDT)
Location BDO Australia
Level 11, 1 Margaret St, Sydney NSW 2000

Ordinary Business

Financial Statements and Reports

To consider and receive the financial report, the Directors' report and the auditor's report for the year ended 30 June 2024.

Resolutions

Resolution 1: Directors' Remuneration Report

To consider and, if in favour, pass the following resolution as an ordinary resolution in accordance with section 250R(2) Corporations Act:

1 'That the Remuneration Report be adopted.'

Note: This resolution shall be determined under section 250R(2) Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and Closely Related Parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Voting Exclusion Statement: The Company will disregard votes cast by 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, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

In the interests of corporate governance, the Directors abstain from making a recommendation in relation to Resolution 1.

Resolution 2: Re-election of Ms Effie Zahos as Director

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

2 'That Ms Effie Zahos, who retires in accordance with the Company's Constitution and Listing Rule 14.4 and being eligible, be re-elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Ms Zahos abstaining) unanimously recommend that you vote in favour of Resolution 2.

By order of the Board



Catherine Teo
Company Secretary

Dated: 8 October 2024

HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

The InvestSMART Group Limited (the **Company**) Annual General Meeting will be held at 11.00am on Friday 8 November 2024 at the offices of BDO Australia, located at Level 11, 1 Margaret Street, Sydney NSW 2000.

Participation	<p><u>Your vote is important</u></p> <p>The business of the meeting affects your shareholding.</p> <p>You can participate in the Meeting by:</p> <ol style="list-style-type: none">1. Attending the Meeting at the time and date set out above to ask questions and vote in person.2. Submitting your questions to the Company Secretary prior to the Meeting by emailing investorrelations@investsmart.com.au. Please let us know in your email if you cannot attend the Meeting in person and we will ensure that we respond to your question by phone or email.3. Submitting your proxies. <p>InvestSMART strongly urges all shareholders to submit their proxies</p>
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QUESTIONS FOR THE COMPANY

Regardless of how you intend to participate in the Meeting, Shareholders are encouraged to submit questions in advance of the Meeting to the Company.

- Questions must be submitted to the Company Secretary by email to investorrelations@investsmart.com.au at least 48 hours before the Meeting.
- Questions to the auditor (BDO) must be submitted no later than the fifth business day before the day on which the Meeting is held under section 250PA(1) Corporations Act. Questions to the auditor are to be submitted by email to investorrelations@investsmart.com.au

The Company will also provide Shareholders that attend the meeting in person with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

VOTING

Voting on each of the proposed resolutions at the Meeting will be conducted by poll.

If you cannot attend the Meeting, there will be no voting by electronic means on the day of the Meeting. The Board strongly urges the Company's Shareholders to submit their proxies ahead of the Meeting.

Voting by proxy

Shareholders who wish to participate and vote at the AGM are strongly encouraged to complete and submit their proxies as early as possible.

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

To vote by proxy:

1. **ONLINE:** lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the below instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on '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.

2. **BY EMAIL:** Scan a copy of your completed Proxy Form to: meetings@automicgroup.com.au.

3. **IN PERSON:** please complete and sign the enclosed Proxy Form, and deliver the Proxy Form:

(a) by hand to the share registry, Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000

OR

(b) by post to the share registry, Automic Group
GPO Box 5193
Sydney NSW 2001

VOTING EXCLUSIONS

Certain resolutions in the Notice of Meeting are subject to voter exclusions. The voter exclusions are set out below each resolution in the Notice of Meeting.

DETERMINATION OF ENTITLEMENT TO VOTE

The Company has 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 as Shareholders on Wednesday, 6 November 2024 at 11.00am (AEDT) (being 48 hours before the Meeting).

NOTES

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Glossary to the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

VOTING INTENTIONS OF THE CHAIRMAN

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed resolutions.

Explanatory Memorandum

InvestSMART Group Limited ACN 111 772 359 (Company)

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at 11.00am (AEDT) on Friday 8 November 2024.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Ordinary Business

Financial Statements and Reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 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.
- 3 Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the Meeting, Shareholders may address questions by email to the Chairman about the management of the Company or to the Company's auditor, BDO, 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.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit questions for the auditor to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 5 Written questions for the auditor must be received by 5:00pm on Friday 1 November 2024. Please send any written questions for BDO by email to investorrelations@investsmart.com.au.

Resolution 1: Directors' Remuneration Report

- 6 The Remuneration Report is contained in the Annual Report. A copy is available on the Company's website.
- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.
- 8 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the Meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

- 9 The Remuneration Report:
- (a) reports and explains the remuneration arrangements in place for non-executive Directors, executive Directors and senior management; and
 - (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within the Company.
- 10 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' recommendation

- 11 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

Resolution 2: Re-election of Ms Effie Zahos

- 12 Ms Effie Zahos is retiring from office in accordance with Listing Rule 14.4 and Rule 18.2(b) of the Company's Constitution and stands for re-election.
- 13 Effie Zahos is Money Editor for Nine News and A Current Affairs, Nine Entertainment. Ms Zahos was appointed as a non-executive director of InvestSMART on 30 September 2024.
- 14 Formerly the Chief Content Officer and Money Commentator at InvestSMART, she is one of Australia's leading personal finance commentators with more than two decades of experience helping Australians make the most of their money. A regular money expert on Channel 9's Today Show and on radio around Australia, Effie is also the author of The Great \$20 Adventure, A Real Girl's Guide to Money and Ditch the Debt and Get Rich. Passionate about financial literacy, Effie sits on the board of directors for Ecstra, a not-for-profit organisation committed to building the financial capability of all Australians.
- 15 Ms Zahos is currently a member of the Company's Audit, Risk and Compliance Committee and Nomination and Remuneration Committee.

Directors' recommendation

- 16 The Directors (with Ms Zahos abstaining) unanimously recommend the election of Ms Zahos to the Board.

Glossary

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

Definition	Meaning
Annual General Meeting or Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2024 annual report of the Company.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Closely Related Parties	has the meaning given to the term in the Corporations Act.
Company or InvestSMART Group Limited	means InvestSMART Group Limited ACN 111 772 359.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel	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).
Listing Rules	means the listing rules of ASX.
Meeting	means the 2024 Annual General Meeting of the Company described in the Notice of Meeting.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Related Parties	the meaning given to that term under ASX Listing Rule 19.
Remuneration Report	means the section of the Directors' report for the 2024 financial year that is included under section 300A(1) Corporations Act.
Shareholder	means a person who is the registered holder of Shares.
Shares	means the existing fully paid ordinary shares in the Company.