

8 October 2024

Attention: Company Announcements  
ASX Limited

By E-Lodgement

### **Notice of Annual General Meeting and Voting Form**

InvestSMART Group Limited ACN 111 772 359 (ASX: INV) (the **Company**) is pleased to notify shareholders of its 2024 Annual General Meeting (**AGM**).

The AGM will be held on Friday, 8 November 2024 at 11.00am (AEDT) at the offices of BDO located at Level 11, 1 Margaret St, Sydney NSW 2000.

The following documents are attached:

- Notice of Annual General Meeting 2024
- Sample Voting Form
- Letter to Shareholders

Details about how to participate, ask questions and vote at the AGM are contained in the Notice of Meeting.

The Board of InvestSMART look forward to engaging with our shareholders at the AGM.

For further information, please contact Mr Paul Clitheroe (Chairman) or Mr Ron Hodge (Managing Director and CEO) at InvestSMART Group on (02) 8305 6000.

By order of the Board

# Notice of Annual General Meeting

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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



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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.

<b>Participation</b>	<p><b><u>Your vote is important</u></b></p> <p><b>The business of the meeting affects your shareholding.</b></p> <p>You can participate in the Meeting by:</p> <ol style="list-style-type: none"><li>1. Attending the Meeting at the time and date set out above to ask questions and vote in person.</li><li>2. Submitting your questions to the Company Secretary prior to the Meeting by emailing <a href="mailto:investorrelations@investsmart.com.au">investorrelations@investsmart.com.au</a>. 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.</li><li>3. Submitting your proxies.</li></ol> <p><b>InvestSMART strongly urges all shareholders to submit their proxies</b></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](mailto: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](mailto: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](mailto: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)

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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](mailto: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.



Your proxy voting instruction must be received by **11.00am (AEDT) on Wednesday, 06 November 2024**, 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://automic.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](mailto: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)

## STEP 1 - How to vote

### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of InvestSMART Group Limited, to be held at **11.00am (AEDT) on Friday, 08 November 2024 at BDO Australia Level 11, 1 Margaret St, Sydney NSW 2000** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

## STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Effie Zahos as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

## STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

  

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

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By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

All Registry communications to:  
Automic Group  
GPO Box 5193  
Sydney NSW 2001  
Telephone (free call within Australia): 1300 288 664  
ASX Code: INV  
Email: hello@automicgroup.com.au

8 October 2024

### InvestSMART Group Limited 2024 Annual General Meeting

Dear Shareholder/s,

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

You are encouraged to go to <https://www.investsmart.com.au/events/investsmart-group-limited-2024-AGM> for useful information about the AGM including the Company's Notice of Meeting (**Notice**), sample voting form and the 2024 Annual Report. Alternatively, the documents will also be available on the Company's ASX market announcements page (ASX: INV).

The Notice is given based on circumstances as at the date of this letter. If circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at [www.investsmart.com.au](http://www.investsmart.com.au).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please go to [www.investsmart.com.au/shareholder-centre](http://www.investsmart.com.au/shareholder-centre).

#### Your vote is important

The business of the AGM affects your shareholding. To vote in person, attend the AGM on the date and at the place set out above. All resolutions will be decided on a poll, which will be conducted based on votes submitted by proxy and at the AGM. Shareholders are strongly encouraged to complete and submit their vote by proxy. Proxy instructions must be received not later than 48 hours before commencement of the AGM. Proxy votes can be submitted by using one of the following methods:

- |                 |   |
|-----------------|---|
| <b>Online</b>   | Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Log into 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. |
| <b>By post</b>  | Completing a Proxy Form and posting it to:<br>Automic, GPO Box 5193, Sydney NSW 2001  |
| <b>By hand</b>  | Completing a Proxy Form and delivering it by hand to:<br>Automic, Level 5, 126 Phillip Street, Sydney NSW 2000  |
| <b>By email</b> | Completing a Proxy Form and emailing it to:<br>meetings@automicgroup.   |

We look forward to welcoming you to our AGM on Friday, 8 November 2024.

InvestSMART Group Limited