



# EQUITY STORY GROUP

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**EQUITY STORY GROUP LTD**

**ACN 653 383 478**

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the **Annual General Meeting** will be held at:

**TIME:** 11.00am (AEDT)

**DATE:** Tuesday, 10<sup>th</sup> December 2024

**PLACE:** 44 North Fort Road  
The Barracks Precinct  
Manly NSW 2095

### **2024 Annual Report**

A copy of Equity Story Group Ltd's 2024 Annual Report, including the financial report, directors' report and auditors report for the year ended 30 June 2024 is available on the Company's website at <https://equitystory.com.au/annual-reports/>

# EQUITY STORY GROUP LTD

ACN 653 383 478

## NOTICE OF ANNUAL GENERAL MEETING

Tuesday, 10<sup>th</sup> December 2024

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of Equity Story Group Ltd (**Company** or **Equity Story**) will be held on **Tuesday, 10<sup>th</sup> December 2024 at 11.00am (AEDT)** at 44 North Fort Road, The Barracks Precinct, Manly NSW 2095.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the AGM. Please ensure you read the Explanatory Statement in full.

### AGENDA

#### 1. ANNUAL REPORT

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To receive and consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2024 which includes the Financial Report and the Directors' and Auditor's Reports.

#### 2. RESOLUTION 1 – REMUNERATION REPORT

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To consider and, if thought fit, to pass the following Resolution as a non-binding **advisory resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2024 be adopted."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Exclusion Statement:** In accordance with Section 250R of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

- (a) A member of the Key Management Personnel, details of whose remuneration are included in the remuneration report;
- (b) A closely related party of such a member. A closely related party includes close family members and companies the Key Management Personnel controls.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, either in accordance with a direction on the Proxy Form to vote as the proxy decides or pursuant to the express authorisation detailed on the Proxy Voting Form.

### 3. RESOLUTION 2 – RE-ELECTION OF MR. DAVID TILDESLEY

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

*"That Mr. David Tildesley who retires by rotation in accordance with clause 14.2 of the Company's Constitution, and being eligible, be re-elected as a director of the Company."*

The Board, with Mr. Tildesley abstaining, recommends the Shareholders vote **in favour** of this resolution.

### 4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE (LR 7.1) | SEPTEMBER PLACEMENT

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 9,639,116 Shares to clients, partners, including broker services and existing shareholders of Equity Story Group Ltd on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue or any associates of those persons.

However, the Company will not disregard a vote cast in favour of Resolution 3 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board recommends the Shareholders vote **in favour** of this resolution.

### 5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE (LR 7.1A) | SEPTEMBER PLACEMENT

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 9,899,346 Shares issued to clients, partners, including broker services, and existing shareholders of Equity Story Group Ltd on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue or any associates of those persons.

However, the Company will not disregard a vote cast in favour of Resolution 4 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board recommends the Shareholders vote **in favour** of this resolution.

## **6. RESOLUTION 5 – APPROVAL FOR ISSUE OF OPTIONS | SEPTEMBER PLACEMENT**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 19,538,462 Options to clients, partners, including broker services, and existing shareholders of Equity Story Group Ltd as part of a capital raise on the terms and conditions set out in the Explanatory Statement."*

The Board recommends the Shareholders vote **in favour** of this Resolution.

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is to receive the Options, or any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of Resolution 5 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board recommends the Shareholders vote **in favour** of this resolution.

## **7. RESOLUTION 6 – APPROVAL FOR ISSUE OF SHARES & OPTIONS TO ARMA INVESTMENTS PTY LTD | SEPTEMBER PLACEMENT**

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

*"That approval is given, for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue and allotment of 1,000,000 Shares and 1,000,000 Options to Arma Investments Pty Ltd on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Arma Investments Pty Ltd and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of Resolution 6 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board, with Mr. Fertig abstaining, recommends the Shareholders vote **in favour** of this resolution.

## **8. RESOLUTION 7 – APPROVAL FOR ISSUE OF BROKER OPTIONS TO BLUE OCEAN EQUITIES PTY LIMITED**

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

*“That approval is given, for the purposes of ASX Listing Rule 7.1 and for all other purposes, for the issue and allotment of 8,000,000 Broker Options to Blue Ocean Equities Pty Limited or their nominee on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Blue Ocean Equities Pty Limited or their nominee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of Resolution 7 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board recommends the Shareholders vote **in favour** of this resolution.

## **9. RESOLUTION 8 – APPROVAL FOR ISSUE OF SHARES TO MR. RICKY FERTIG**

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

*“That approval is given, for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue and allotment of 3,365,385 Shares to Mr. Ricky Fertig, or his nominee, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Mr. Ricky Fertig or his nominee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of Resolution 8 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board, with Mr. Fertig abstaining, recommends the Shareholders vote **in favour** of this resolution.

## **10. RESOLUTION 9 – APPROVAL FOR ISSUE OF PERFORMANCE RIGHTS TO MR. RICKY FERTIG**

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

*“That approval is given, for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue and allotment of 2,88,615 Performance Rights to Mr. Ricky Fertig, or his nominee, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Mr. Ricky Fertig or his nominee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of Resolution 9 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board, with Mr. Fertig abstaining, recommends the Shareholders vote **in favour** of this resolution.

## **11. RESOLUTION 10 – APPROVAL FOR ISSUE OF PERFORMANCE RIGHTS TO MR. DAVID TILDESLEY**

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

*“That approval is given, for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue and allotment of 1,923,077 Performance Rights to Mr. David Tildesley, or his nominee, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Mr. David Tildesley or his nominee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of Resolution 10 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board, with Mr. Tildesley abstaining, recommends the Shareholders vote **in favour** of this resolution.

## **12. RESOLUTION 11 – APPROVAL FOR ISSUE OF PERFORMANCE RIGHTS TO MR. MARK GOES**

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

*“That approval is given, for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue and allotment of 1,923,077 Performance Rights to Mr. Mark Goes, or his nominee, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of Mr. Mark Goes or his nominee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of Resolution 11 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board, with Mr. Goes abstaining, recommends the Shareholders vote **in favour** of this resolution.

### **13. RESOLUTION 12 – APPROVAL FOR ISSUE OF SHARES TO MR. SHANE WHITE**

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

*“That approval is given, for the purposes of ASX Listing Rule 7.1 and for all other purposes, for the issue and allotment of 4,000,000 Shares to Mr. Shane White, or his nominee, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of Mr. Shane White or his nominee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of Resolution 12 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board recommends the Shareholders vote **in favour** of this resolution.

### **14. RESOLUTION 13 – APPROVAL FOR ISSUE OF SHARES TO MR. ROBERT CORBETT**

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

*“That approval is given, for the purposes of ASX Listing Rule 7.1 and for all other purposes, for the issue and allotment of 3,000,000 Shares to Mr. Robert Corbett, or his nominee, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of Mr. Robert Corbett or his nominee and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of Resolution 13 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair 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 chair to vote on the resolution as the chair 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 the directions given by the beneficiary to the holder to vote in that way.

The Board recommends the Shareholders vote **in favour** of this resolution.

## **15. RESOLUTION 14 – APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY**

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

*“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve giving the Company an additional ten percent (10%) capacity to issue equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”*

The Board recommends the Shareholders vote **in favour** of this resolution.

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 14 by:

- any person who may participate in the issue of equity securities under this resolution and a person who might obtain a material benefit, except a benefit solely in the capacity as a holder of ordinary Shares, if the resolution is passed; and
- any associates of that person.

However, this does not apply to a vote cast in favour of a 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 chair 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 chair to vote on the resolution as the chair 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.

The Board recommends the Shareholders vote **in favour** of this resolution.

## VOTING AND PARTICIPATION

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### Your vote is important

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

### HOW TO VOTE

Shareholders can vote on the Resolutions by:

- Submitting their vote before the meeting either online or using the proxy form; or
- during the live meeting.

Shareholders are encouraged to lodge their vote prior to the meeting in the event of any technical difficulties during the meeting by visiting <http://www.votingonline.com.au/eqs2024agm> and following the instructions **no later than 48 hours before the commencement of the meeting**.

You may also lodge completed Proxy Forms:

By mail to:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
In Person* at:	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia * during business hours Monday to Friday (9.00am – 5.00pm).

### All Resolutions will be by poll

Each Resolution considered at the meeting will be conducted by a poll, rather than on a show of hands.

### Joint holders

When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the meeting, only the vote of the first named of the joint holders in the register of members will be counted.

### Proxies

All Shareholders who are entitled to participate in and vote at the AGM have the right to appoint a proxy to participate in the AGM and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

You can direct your proxy how to vote (ie. To vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the hard copy voting form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

For your proxy appointment to be effective, it must be received by Boardroom Pty Limited not less than 48 hours before the time for holding the AGM (that is by 11.00am (AEDT) on Sunday, 8<sup>th</sup> December 2024).

If you appoint the Chairman as your proxy but do not direct the Chairman on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chairman to vote in favour of each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of Equity Story. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not

specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

### **QUESTIONS AND COMMENTS FROM SHAREHOLDERS**

Equity Story welcomes questions from Shareholders and proxyholders in the lead up to and during the AGM. In the interests of all participants, please confine your questions to matters being considered at the AGM that are relevant to Shareholders as a whole. It may not be possible to respond to all questions during the AGM and a number of similar questions may be grouped together and answered by the Chairman or management.

#### **Before the meeting**

Shareholders may submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary at [elissa.hansen@cosecservices.com.au](mailto:elissa.hansen@cosecservices.com.au) or by post to the Company's share registry (see address details above).

#### **During the meeting**

All Shareholders will have a reasonable opportunity to ask questions during the AGM, including the opportunity to ask questions of the Company's auditor, MNSA Pty Ltd.

### **COMMUNICATION WITH SHAREHOLDERS**

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit <https://www.investorserve.com.au/>. In line with our commitment to the environment and sustainability, unless you elect otherwise, we will provide our Annual Reports to you by making them available on our website at <https://equitystory.com.au/>

**Dated: 8th November 2024**

**By order of the Board**

**Elissa Hansen  
Company Secretary**

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# ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

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This Annual General Meeting (**AGM**) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the General Meeting Resolutions.

## 1. ANNUAL REPORT

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### 1.1 General

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2024.

### 1.2 Corporations Act

Section 317 of the *Corporations Act 2001 (Cth)* requires the directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the last financial year that ended 30 June 2024.

The Annual Report is available on the Company's website and a printed copy has been sent to those shareholders who requested it.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- (a) ask questions or make comment to the Directors present on the management of the Company and Remuneration Report; and
- (b) ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

No formal resolution to adopt the Annual Report will be put to the Shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman or the auditor about:

- (a) The preparation and the content of the 2024 Auditor's Report;
- (b) The conduct of the 2024 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2024 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2024 audit.

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office or via email to [elissa.hansen@cosecservices.com.au](mailto:elissa.hansen@cosecservices.com.au).

## **2. RESOLUTION 1 – REMUNERATION REPORT**

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### **2.1 General**

In accordance with Section 250R(2) of the Corporations Act, at a listed company's Annual General Meeting, a resolution that the Company's Remuneration Report be adopted must be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

In accordance with Section 300A, the Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report for the financial year ending 30 June 2024. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

### **2.2 Voting Consequences**

Under the Corporations Act, companies are required to put to shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company ("Spill Resolution") if, at two consecutive Annual General Meetings, at least 25% of the votes cast on the Remuneration Report are voted against the adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those Annual General Meetings.

If more than 50% of votes are cast in favour of a Spill Resolution, the Company must convene a shareholder meeting ("Spill Meeting") within 90 days of the second Annual General Meeting. At that meeting, all directors who were in office at the time of the Directors' Report, other than the managing director, will cease to hold office immediately before the Spill Meeting. Those persons who are elected or re-elected at the Spill Meeting will be the directors of the company. Note those directors who ceased to hold office immediately prior to the Spill Meeting may stand for re-election.

At the 2023 AGM, Shareholders passed the resolution to adopt the Company's 2023 Remuneration Report with a 98.41% for vote. Accordingly, a Spill Resolution is not required at this AGM.

Shareholders of the Company will be provided with the opportunity to ask questions about or make comments on the Remuneration Report.

## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR**

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### **3.1 General**

In accordance with ASX Listing Rule 14.5, a public listed company must hold an election of directors at each annual general meeting. Further, in accordance with ASX Listing Rule 14.4 and the Company's Constitution, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment and a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

If no Director is required to submit for re-election but the ASX Listing Rules require an election of Directors to be held, the Director to retire will be the Director who has been longest in office since their last election and, as between persons who became Directors on the same day, the one to retire will (unless they otherwise agree among themselves) be determined by lot. A retiring Director remains in office until the end of the meeting at which the Director retires or vacates office, and will be eligible for re-election at the meeting.

### **3.2 Mr. David Tildesley**

David co-founded Equity Story in 2007 and has been the Company's lead technical equities analyst since 2010. He is widely regarded as one of Australia's leading trending analysts.

David is the largest shareholder of the Company. He has over 20 years' business and executive experience and holds a Degree in History and Sociology, a diploma in Financial Markets through the Securities Institute of Australia and maintains RG146 accreditations.

## **4. RESOLUTIONS 3 & 4 - RATIFICATION OF PRIOR ISSUE (LR 7.1 & 7.1A) | OCTOBER PLACEMENT**

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### **4.1 Background**

On 24 September 2024, Equity Story announced that it had received firm commitments to raise \$708,000 (before costs) by way of a placement and that it would issue up to 27,230,769 new fully paid ordinary shares at \$0.026 per share together with 27,230,769 unlisted options exercisable at \$0.05 and expiring two years from issue with the Options being subject to shareholder approval.

The Shares, other than those to be issued to the Company's Chairman, Mr. Ricky Fertig which are the subject of Resolution 6, were issued within the Company's existing 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A. The Options were free attaching options on a one for one basis, subject to Shareholder approval and the subject of Resolution 5.

Capital raised from the placement (after costs) are being used to expand sales and marketing activities, drive revenue within the education and trading division and Funds Management, hiring of a Senior Wealth Advisor to drive Wealth Advisory growth and revenue and an Office Manager to support Securities, Wealth & Membership divisions and for general working capital to explore and assess expansion opportunities.

### **4.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The Shares, the subject of Resolution 3, do not fall within any of the exceptions and, while they do not exceed the 15% limit in ASX Listing Rule 7.1 and therefore were issued without breaching the rule, Equity Story wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under ASX Listing Rule 7.1. To do this, Equity Story is asking shareholders to approve the issue of Shares, the subject of Resolution 3, under ASX Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

### **4.3 ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A via a special resolution put to Shareholders at an AGM, it may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A, then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

Resolution 4 seeks Shareholder ratification of the Shares issued under ASX Listing Rule 7.1A in accordance with ASX Listing Rule 7.4.

#### **4.4 ASX Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and 7.1A (as appropriate) and so does not reduce the company’s capacity to issue further equity securities without shareholder approval under that rule.

Equity Story wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. By ratifying the issue of Shares, the subject of Resolutions 3 and 4 the base figure (ie. Variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

#### **4.5 Technical information required by Listing Rule 14.1A**

If Resolutions 3 and 4 are passed, the Shares the subject of Resolutions 3 and 4, will be excluded in calculating the Company’s 15% and 10% limits under ASX Listing Rules 7.1 and 7.1A respectively, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolutions 3 and/or 4 are not passed, the Shares will be included in calculating the Company’s combined 15% limit in ASX Listing Rule 7.1, and 10% limit in ASX Listing Rule 7.1A, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

#### **4.6 Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 4:

- (a) 9,639,116 Shares were issued under ASX Listing Rule 7.1 and 9,899,346 Shares were issued under ASX Listing Rule 7.1A to clients, partners, including broker services, and existing shareholders of Equity Story Group Ltd
- (b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;
- (c) 19,538,462 Shares were issued on 4 October 2024;
- (d) the issue price of the Shares was \$0.026 per Share;
- (e) funds raised from the issue of Shares is being used to expand sales and marketing activities, drive revenue within the education and trading division and Funds Management, hiring of a Senior Wealth Advisor to drive Wealth Advisory growth and revenue and an Office Manager to support Securities, Wealth & Membership divisions and for general working capital to explore and assess expansion opportunities.

## **5. RESOLUTION 5 – APPROVAL OF ISSUE OF OPTIONS | OCTOBER PLACEMENT**

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### **5.1 General**

Equity Story offered free attaching options on the basis of one (1) Option for every one (1) Share applied for in the September capital raise. Resolution 5 seeks Shareholder approval to issue the Options to subscribers to the September placement under ASX Listing Rule 7.1 (see 4.1 above for further information).

### **5.2 ASX Listing Rule 7.1**

See 4.2 above for background on ASX Listing Rules 7.1.

The offer of Options to subscribers as part of the September Placement were subject to Shareholder approval. Resolution 5 seeks Shareholder approval to issue the Options under ASX Listing Rule 7.1.

### **5.3 Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to issue the Options to subscribers to the September Placement and they will be excluded in calculating the Company's 15% placement capacity under ASX Listing Rules 7.1, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Options.

If Resolution 5 is not passed, the Company will not be able to issue the Options to subscribers to the September Placement.

### **5.4 Technical information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) 19,538,462 Options are to be issued to clients, partners, including broker services, and existing shareholders of Equity Story Group Ltd that participated in the September placement;
- (b) The Options are exercisable at \$0.05 and expire two years from issue. See Annexure A for their full terms and conditions;
- (a) The Options will be issued as soon as practicable after approved by Shareholders at this meeting and, in any event, not more than three months from the date of this Meeting;
- (c) The Options will be issued for no consideration;
- (d) No funds will be raised from the issue of Options and any funds raised on exercise of Options will be used for working capital purposes.

## **6. RESOLUTION 6 – APPROVAL FOR ISSUE OF SHARES & OPTIONS TO ARMA INVESTMENTS PTY LTD | SEPTEMBER PLACEMENT**

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### **6.1 General**

Mr. Ricky Fertig, Chairman, subscribed for \$26,000 in the September Placement (see 4.1 above) through his entity, Arma Investments Pty Ltd. Under the ASX Listing Rules, a company cannot issue securities to a related party without Shareholder approval. This Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the Chairman's entity, Arma Investments Pty Ltd, to participate in the September Placement on the same terms and conditions as other investors who participated in the September Placement.



## **6.2 Technical information required by Listing Rule 14.1A**

If Resolution 6 is passed, the Company will be able to issue 1,000,000 Shares and 1,000,000 Options to the Arma Investments Pty Ltd (an entity related to the Chairman, Mr. Ricky Fertig), on the same terms and conditions as other investors to the September Placement, further aligning his interests with those of Shareholders.

If Resolution 6 is not passed, the Company will not be able to issue Shares and Options to Arma Investments Pty Ltd and the Company will be required to return the funds loaned to the Company to Arma Investments Pty Ltd.

## **6.3 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities (Shareholders):

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3;
- 10.11.5 a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its Shareholder.

The issue falls within ASX Listing Rule 10.11.1 and none of the exceptions in ASX Listing Rule 10.12 applies, and so therefore requires the approval of Shareholders under ASX Listing rule 10.11.

Resolution 6 seeks the required Shareholder approval for the issue under and for the purposes of Listing rule 10.11.

## **6.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Shares and Options are to be issued to Arma Investments Pty Ltd an entity controlled by Mr. Ricky Fertig who is a related party under Listing Rule 10.11.1 by virtue of being a director (Chairman) of the Company;
- (b) the maximum number of securities to be issued are 1,000,000 Shares and 1,000,000 Options;
- (c) the Shares and Options are expected to be issued as soon as possible following this Meeting but will be issued no later than one month after the date of the meeting and it is intended that issue of Shares will occur on the same date;
- (d) the Shares will be issued at \$0.026 per Share and the Options will be issued for nil consideration;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and the Options are exercisable at \$0.05 and expire two years from issue. See Annexure A for their full terms and conditions;

- (f) funds raised from the issue of Shares and on exercise of the Options (if any) will be added to the pool of funds raised through the September Placement to be used to expand sales and marketing activities, drive revenue within the education and trading division and Funds Management, hiring of a Senior Wealth Advisor to drive Wealth Advisory growth and revenue and an Office Manager to support Securities, Wealth & Membership divisions and for general working capital to explore and assess expansion opportunities.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares and Options to Arma Investments Pty Ltd as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and Options, the subject of this Resolution, will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## **7. RESOLUTION 7 – APPROVAL FOR ISSUE OF BROKER OPTIONS TO BLUE OCEAN EQUITIES PTY LIMITED**

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### **7.1 General**

Equity Story engaged Blue Ocean Equities Pty Limited (**Blue Ocean**) as a corporate advisor for 12 months to provide the Company with introductions to High-Net-Worth Individuals, Family Offices and Institutions, assist with communication to existing and future investors and provide corporate advice. In consideration for the services provided, Equity Story agreed to issue Blue Ocean 8,000,000 options exercisable at 5 cents and expiring 2.5 years from issue subject to shareholder approval.

### **7.2 ASX Listing Rule 7.1**

See 4.2 above for background on ASX Listing Rules 7.1.

The issue of Options to Blue Ocean in consideration for Corporate Advisory services are subject to Shareholder approval. Resolution 7 seeks Shareholder approval to issue the Options under ASX Listing Rule 7.1.

### **7.3 Technical information required by Listing Rule 14.1A**

If Resolution 7 is passed, the Company will be able to issue 8,000,000 Options Shares to Blue Ocean in consideration for corporate advisory services.

If Resolution 7 is not passed, the Company will not be able to issue Options to Blue Ocean and the Company may need to pay their corporate advisory fee in cash or compensate them in another way.

### **7.4 Technical information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) 8,000,000 Options are to be issued to Blue Ocean Equities Pty Limited or their nominee/s;
- (b) The Options are exercisable at \$0.05 and expire two and half (2.5) years from issue. See Annexure A for their full terms and conditions;
- (c) The Options will be issued as soon as practicable after approval by Shareholders at this meeting and, in any event, not more than three months from the date of this Meeting;
- (d) The Options will be issued for no consideration;
- (e) No funds will be raised from the issue of Options and any funds raised on exercise of Options will be used for working capital purposes;
- (f) The key terms of the agreement with Blue Ocean are:

- (i) Services: Corporate Advisory
- (ii) Term: 12 months
- (iii) Fee: 8,000,000 options plus reasonable out-of-pocket expenses
- (iv) Indemnity: Equity Story agrees to indemnify Blue Ocean against all liabilities Blue Ocean may sustain as a result of the engagement.

## **8. RESOLUTION 8 – APPROVAL FOR ISSUE OF SHARES TO CHAIRMAN**

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### **8.1 General**

Resolution 8 seeks Shareholder approval to issue Shares to the Chairman, Mr. Ricky Fertig in consideration for Chairman's fees for the period from appointment, on 20 September 2023 to 20 November 2024 at a deemed issue price of \$0.026 per Share, being the issue price of the Placement Shares. Under the terms of Mr. Fertig's engagement as Chairman of the Company, he is entitled to directors' fees of \$75,000 per annum. To assist with cashflow management and to further align his interests with those of Shareholders, Mr. Fertig has agreed to take all of his director fees in Shares from appointment, on 20 September 2023 until 20 November 2024.

### **8.2 Technical information required by Listing Rule 14.1A**

If Resolution 8 is passed, the Company will be able to issue the Shares to the Chairman in consideration for director's fees payable.

If Resolution 8 is not passed, the Company will not be able to issue Shares to the Chairman and the Company will need to pay the Chairman's fees in cash or compensate the Chairman in another way.

### **8.3 ASX Listing Rule 10.11**

See 6.3 above for background on ASX Listing Rules 10.11.

Resolution 8 seeks the required Shareholder approval for the issue under and for the purposes of Listing rule 10.11.

### **8.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- (a) The Shares are to be issued to Mr. Ricky Fertig or his nominee. Mr. Fertig is a related party under Listing Rule 10.11.1 by virtue of being a Director of the Company;
- (b) the maximum number of securities to be issued are 3,365,385 Shares;
- (c) the Shares are expected to be issued as soon as possible following this Meeting but will be issued no later than one month after the date of the meeting and it is intended that issue of Shares will occur on the same date;
- (d) the Shares will be issued at a deemed issue price of \$0.026 per Share in consideration for Chairman's fees payable;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) no funds will be raised from the issue of Shares however, they will extinguish a liability owed by the Company for the Chairman's fees payable for the period 20 September 2023 to 20 November 2024.

The Chairmans's current total FY25 remuneration package is \$75,000 per annum (inclusive) which the Chairman has elected to take in equity.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares the subject of this Resolution, will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## **9. RESOLUTIONS 9, 10 AND 11 – APPROVAL FOR ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS**

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### **9.1 General**

Resolutions 9, 10 and 11 seek Shareholder approval to issue Directors' Performance Rights, subject to vesting conditions, for \$0.001 each in consideration for Directors' fees at a deemed value of \$0.0026 each, being the issue price of the Placement Shares. The Performance Rights vest monthly in equal tranches subject to the relevant Director's continued engagement by the Company. Vested Performance Rights are convertible into Shares.

3,000,000 Performance Rights are to be issued to the Chairman, Mr. Ricky Fertig, or his nominee, in consideration for director/chairman fees payable for the period 20 November 2024 to 20 November 2025 and 2,000,000 Performance Rights are to be issued to each of Directors Mr. David Tildesley and Mr. Mark Goes. Messrs. Tildesley and Goes have agreed to take a portion of their salaries, equivalent to \$50,000, in Shares as opposed to cash to assist with the Company's cashflow.

Resolution 9 seeks Shareholder approval to issue Performance Rights to Mr. Ricky Fertig, Resolution 10 seeks Shareholder approval to issue Performance Rights to Mr. Tildesley and Resolution 11 seeks Shareholder approval to issue Performance Rights to Mr. Goes.

### **9.2 Technical information required by Listing Rule 14.1A**

If Resolutions 9, 10 and/or 11 are passed, the Company will be able to issue the Performance Rights to the Directors in consideration for director's fees payable.

If Resolutions 9, 10 and/or 11 are not passed, the Company will not be able to issue Performance Rights and the Company will need to pay the Director's fees in cash or compensate the Chairman and Directors in another way.

### **9.3 ASX Listing Rule 10.11**

See 6.3 above for background on ASX Listing Rules 10.11.

Resolutions 9, 10 and 11 seek the required Shareholder approval for the issue under and for the purposes of Listing rule 10.11.

### **9.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 9, 10 and 11:

- (a) 3,000,000 Performance Rights are to be issued to Mr. Ricky Fertig or his nominee, 2,000,000 Performance Rights are to be issued to Mr. David Tildesley or his nominee, and 2,000,000 Performance Rights are to be issued to Mr. Mark Goes or his nominee. Messrs. Fertig, Tildesley and Goes are all related parties under Listing Rule 10.11.1 by virtue of being Directors of the Company;
- (b) the maximum number of securities to be issued are 7,000,000 Performance Rights;
- (c) the Performance Rights are expected to be issued as soon as possible following this Meeting but will be issued no later than one month after the date of the meeting and it is intended that issue of Shares will occur on the same date;
- (d) \$0.001 is payable for each Performance Rights which are valued at \$0.026 per Performance Rights for the purpose of determining the number of Performance Rights to be issued in consideration for director's fees payable;

- (e) the terms and conditions of the Performance Rights are set out in Annexure B;
- (f) \$7,000 will be raised from the issue of Performance Rights which will be used for working capital. The issue of Performance Rights will also extinguish liabilities owed by the Company;
- (g) The Directors current total FY25 remuneration packages are:

Director	Total
Ricky Fertig	\$75,000
David Tildesley	\$330,700
Mark Goes	\$117,075

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Performance Rights as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Performance Rights, the subject of these Resolutions, will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## **10. RESOLUTION 12 – APPROVAL FOR ISSUE OF SHARES TO MR. SHANE WHITE**

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### **10.1 Background**

Mr. Shane White was engaged as the Company's Chief Executive Officer (**CEO**) on 12 September 2024, replacing Mr. Robert Corlett. Prior to becoming the CEO, Mr. Shane White joined Equity Story as a consultant to build out the Securities and Wealth service. In this period, Mr. Shane White led and assisted with eleven equity capital deals, bringing new opportunities to the Company and actively supporting other components of the Equity Story service offering.

Resolution 12 seeks shareholder approval to issue Mr. Shane White or his nominee, 1,000,000 Shares in consideration for introducing an equity capital deal and executing the same together with 3,000,000 Shares as a sign on bonus for his role as Chief Executive Officer.

### **10.2 ASX Listing Rule 7.1**

A summary of ASX Listing Rule 7.1 is provided in clause 4.2 above.

### **10.3 Technical information required by Listing Rule 14.1A**

If Resolution 12 is passed, the Company will be able to issue 4,000,000 Shares to Mr. Shane White, or his nominee, without utilising the Company's placement capacity under Listing Rule 7.1.

If Resolution 12 is not passed, the Company may still issue the 4,000,000 Shares to Mr. Shane White, or his nominee however, these would be issued utilising the Company's placement capacity under ASX Listing Rule 7.1. It may also compensate Mr. White in another way, for example by paying him an equivalent amount in cash.

### **10.4 Technical information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 12:

- (a) 4,000,000 Shares are to be issued to Mr. Shane White or his nominee;
- (b) the Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (c) the Shares are expected to be issued as soon as possible following this Meeting but will be issued no later than three months after the date of the meeting and it is intended that issue of Shares will occur on the same date;
- (d) the Shares will be issued for nil consideration and no funds will be raised from the issue of Shares; and
- (e) 1,000,000 of the Shares are to be issued in consideration for introductory and execution services and 3,000,000 Shares are to be issued as a sign-on bonus for his role as Chief Executive Officer;
- (f) the key terms of the agreement with Mr. White are:
  - (i) Term: No fixed term (On-going);
  - (ii) Remuneration: \$220,000 per annum including superannuation payable in cash (\$150,000) and shares (\$70,000);
  - (iii) Short-term Incentive: The Executive may be eligible to earn a performance related short-term incentive calculated with respect to each completed Financial Year (STI). Any STI will be communicated to the Executive separately in writing;
  - (iv) Long-term Incentive: The Executive may be eligible to participate in the Company's long term incentive scheme. Any LTI will be communicated to the Executive separately in writing;
  - (v) Termination: Notice by Executive Four (4) months' Notice Period Pay out. Equity Story may elect to pay the Employee the amount to which the Employee would be entitled to be paid under this Agreement during the Notice Period;
  - (vi) Post-employment restraint: A 12-month restraint provision applies.

## **11. RESOLUTION 13 – APPROVAL FOR ISSUE OF SHARES TO MR. ROBERT CORBETT**

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### **11.1 Background**

Mr. Robert Corbett was engaged by the Company as Chief Executive Officer on 14 December 2023. In accordance with his terms of engagement, Mr. Corlett was entitled to receive a total of 6,000,000 Shares with 3,000,000 shares issued on commencement and 3,000,000 subject to achievement of performance conditions. Mr. Corlett stepped down as CEO for personal reasons on 12 September 2024 however, the initial tranche of 3,000,000 Shares as required by his contract have not been issued to date.

This resolution seeks approval to issue the 3,000,000 Shares to Mr. Corbett, or his nominee.

### **11.2 ASX Listing Rule 7.1**

A summary of ASX Listing Rule 7.1 is provided in clause 4.2 above.

### **11.3 Technical information required by Listing Rule 14.1A**

If Resolution 13 is passed, the Company will be able to issue 3,000,000 Shares to Mr. Robert Corbett or his nominee without utilising the Company's placement capacity under Listing Rule 7.1.

If Resolution 13 is not passed, the Company may still issue the Shares to Mr. Robert Corbett or his nominee however, these would be issued utilising the Company's placement capacity under ASX Listing Rule 7.1. It may also compensate Mr. Corbett in another way, for example by paying him an equivalent amount in cash.

#### 11.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 13:

- (a) 3,000,000 Shares are to be issued to Mr. Robert Corbett or his nominee;
- (b) the Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares are expected to be issued as soon as possible following this Meeting but will be issued no later than three months after the date of the meeting and it is intended that issue of Shares will occur on the same date;
- (d) the Shares will be issued for nil consideration and no funds will be raised from the issue of Shares; and
- (e) the Shares are to be issued in accordance with Mr. Corlett's terms of CEO engagement;
- (f) the key terms of the agreement with Mr. Corbett were:
  - (i) Commencement Date: 14 December 2023;
  - (ii) Term: No fixed term, subject to termination provisions;
  - (iii) Remuneration: \$277,500 (plus GST) pa;
  - (iv) Performance Bonus: A bi-annual bonus of 2% of the Group's consolidated earnings before interest, tax, depreciation and amortisation (EBITDA), is to be paid bi-annually within 2 weeks of the release of the Group's full year and half year results;
  - (v) Shares: Entitled to receive a total of 6,000,000 shares in Equity Story Group Limited (ASX.EQS). 3,000,000 shares issued following commencement and 3,000,000 shares escrowed (or unissued) subject to achievement of various conditions;
  - (vi) Notice Period/Termination: The Company may terminate the CEO's engagement with one month's notice due to incapacity, serious breach or gross misconduct and, subsequent to the first anniversary, for any reason by giving 3 months' written notice. Nil notice is required in the case of any major criminal offence.  
  
The CEO may terminate the engagement at any time by giving 3 months' notice or with nil notice for serious or persistent breach of the agreement by the Company. The CEO is entitled to 3 month's fees where he terminates his engagement within the first 12 months of a change in control; and
  - (vii) Other Provisions: The agreement also contains general provisions regarding duties, compliance with policies, confidential information and intellectual property rights.

## 12. RESOLUTION 14 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

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### 12.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Additional Placement Capacity**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. Equity Story Group Ltd is an eligible entity for these purposes.

Resolution 14 seeks shareholder approval by way of special resolution for Equity Story to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval, should the need arise.

As a *special resolution* at least 75% of votes cast by Shareholders eligible to vote at the meeting must be in favour of the resolution for it to be passed.

## 12.2 Technical information required by Listing Rule 14.1A

If Resolution 14 is passed, Equity Story will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 14 is not passed, Equity Story will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

## 12.3 ASX Listing Rule 7.3A Requirements

Pursuant to ASX Listing Rule 7.3A, the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in the table below). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1 following shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.3A.2 on the basis of the current market price of Shares and the current number of ordinary securities quoted on ASX for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- i. two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% against the current market price.



**Table 1**

Variable "A" Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.010 50% decrease in Issue Price	\$0.020 Issue Price	\$0.030 50% Increase in Issue Price
<b>129,531,926</b> (Current number of Shares on Issue)	<b>10% Voting Dilution</b>	12,953,193 Shares	12,953,193 Shares	12,953,193 Shares
	<b>Funds Raised</b>	\$129,532	\$259,064	\$388,596
<b>194,297,889</b> (50% increase in Shares on Issue)	<b>10% Voting Dilution</b>	19,429,789 Shares	19,429,789 Shares	19,429,789 Shares
	<b>Funds Raised</b>	\$194,298	\$388,596	\$582,894
<b>259,063,852</b> (100% increase in Shares on Issue)	<b>10% Voting Dilution</b>	25,906,385 Shares	25,906,385 Shares	25,906,385 Shares
	<b>Funds Raised</b>	\$259,064	\$518,128	\$777,192

The above table is based on the following assumptions:

- The number of shares on issue (variable "A") is calculated as 129,531,926 being all fully paid ordinary shares quoted on ASX as at 11 October 2024.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only Shares.
- The issue price of \$0.02 was the closing price of shares on ASX on 11 October 2024.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- the time and date of the Company's next Annual General Meeting; or
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.
- To be clear, any approval of the Additional Placement Capacity at this Annual General Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.
- The Company may issue equity securities in an existing quoted class of securities under the Additional Placement Capacity for cash consideration:
  - to raise funds for the development of the Company's new and existing products and services;

- to raise funds for the acquisition of new assets or investments (including assets associated with such acquisition);
- to fund working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any equity securities under the Additional Placement Capacity.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from the Company's advisors.

As the Company has no current plans to undertake a new capital raising, the allottees under the Additional Placement Capacity have not yet been determined, but if such an exercise was undertaken, allottees may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Equity Story sought Additional Placement Capacity at its 2023 Annual General Meeting. During the 12 months preceding the date of this meeting, the Company issued 9,899,346 Shares utilising the Company's placement capacity under Listing Rule 7.1A as part of the September Placement at \$0.026 each, being a premium to the closing price on the day on which Shares traded prior to issue and after issue (the Company's securities did not trade on the day of issue). Funds are being used to expand sales and marketing activities, drive revenue within the education and trading division and Funds Management, hiring of a Senior Wealth Advisor to drive Wealth Advisory growth and revenue and an Office Manager to support Securities, Wealth & Membership divisions and for general working capital to explore and assess expansion opportunities.

The total Shares issued using the Company placement capacity under Listing Rule 7.1A since the Company's last AGM, represents 9.25% on all Shares on issue at the commencement of the 12 month period.

A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any particular existing Shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

If the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4.

## GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** means the meeting convened by the Notice of Annual General Meeting.

**Annual General Meeting Explanatory Statement** means the explanatory statement accompanying the Notice of Annual General Meeting.

**Annual General Meeting Proxy Form** means the proxy form accompanying the Notice of Annual General Meeting.

**Annual General Meeting Resolutions** means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Equity Story Group Ltd (ACN 653 383 478).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice of Annual General Meeting** means this notice of meeting including the Annual General Meeting Explanatory Statement and the Annual General Meeting Proxy Form.

**Option** means an option to acquire a Share.

**Resolution** means a resolution set out in the Notice of Annual General Meeting.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

## ANNEXURE A

### TERMS AND CONDITIONS OF OPTIONS & BROKER OPTIONS

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- (a) **Entitlement**  
Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price**  
Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).
- (c) **Expiry Date**  
Each Option will expire at 5:00 pm (AEST) two (2) years from issue (**Option Expiry Date**). Each Broker Option will expire at 5:00 pm (AEST) two and a half (2.5) years from issue (**Broker Option Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**  
The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**  
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**  
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**  
Within five Business Days after the Exercise Date, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares issued on exercise**  
Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction imposed under applicable Australian securities laws.

(m) **Quotation**

The Options will not be quoted on the ASX or any other financial market.

## Appendix B

### TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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(a) **Entitlement**

7,000,000 Performance Rights to be issued at \$0.001 each with each being a right to acquire a Share for nil consideration, upon specified performance measures being satisfied over the relevant performance period. They do not carry voting or dividend rights prior to vesting.

(b) **Grant Date**

If Shareholder approval is obtained, the Performance Rights will be granted as soon as practicable after the AGM, but in any event, within 1 month of the AGM.

(c) **Expiry Date**

Each Performance Right will expire at 5:00 pm (Sydney time) on the date that is 18 months from the date of Grant of the Performance Rights (**Expiry Date**). A Performance Right not vested before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Performance Period**

The performance period is 12 months (1 year), commencing issue.

(e) **Vesting**

The Performance Rights will vest in equal monthly tranches over 12 months subject to the Director's continued employment with by the Company.

(f) **Timing of issue of Shares on vesting**

Vested Performance may be exercised into fully paid ordinary Shares. On receipt Notice of Exercise, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of vested Performance Rights exercised;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant vesting of the Performance Rights.

If a notice delivered under (f)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(g) **Shares issued on exercise**

Shares issued on exercise of vested Performance Rights rank equally with the then issued shares of the Company.

(h) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Performance Right holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

(j) **Transferability**

Performance Rights are not transferable.

(k) **Cessation of employment**

Where a director ceases to be a director of the Company for any reason, all unvested Performance Rights will lapse.

(l) **Change of Control**

In the event of a change of control, all unvested Performance Rights will vest, unless the Board determines otherwise.