

# city chic collective

## ASX ANNOUNCEMENT

15 October 2020

### **City Chic Collective 2020 Annual General Meeting**

Please find attached the following documents in connection with the 2020 Annual General Meeting for City Chic Collective Limited:

1. Notice of Meeting
2. Sample Proxy Form
3. Letter to Shareholders
4. Virtual Meeting Guide

#### **Ends**

The release of this announcement was authorised by the Company Secretary.

#### **About City Chic Collective**

City Chic Collective is a global omni-channel retailer specialising in plus-size women's apparel, footwear and accessories. It is a collective of customer-led brands including City Chic, Avenue, CCX, Hips & Curves and Fox & Royal. City Chic, including youth oriented CCX, appeals to fashion forward women and its omni-channel model comprises of a network of 94 stores across Australia and New Zealand (ANZ); websites operating in ANZ and the US; marketplace and wholesale partnerships with major US retailers such as Macys and Nordstrom; and a wholesale business with European and UK partners such as ASOS and Zalando. Avenue targets value-conscious women with a long history and significant online customer following in the US. Hips & Curves and Fox & Royal are online intimates brands in the US and ANZ respectively.

**CITY CHIC COLLECTIVE LIMITED**

ACN 057 569 169

**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM  
TO SHAREHOLDERS**

A PROXY FORM IS ENCLOSED

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the Meeting please complete and return the enclosed Proxy Form in accordance with the specified instructions.

## Notice of Annual General Meeting 2020

Notice is given that the annual general meeting of City Chic Collective Limited (the **Company**) will be held virtually (online at <https://agmlive.link/CCX20>) on **Friday 20<sup>th</sup> November 2020** at **10.00am** (Sydney time) (**Annual General Meeting** or **Meeting**). Additional information about joining the Meeting is provided below.

If you are unable to join the Meeting online, we encourage you to complete and return the enclosed Proxy Form in accordance with the instructions included in this Notice.

### Agenda Items

#### Ordinary Business

**1 Annual Report**

To receive the Annual Report of the Company including the financial statements and the reports of the directors and auditors for the financial year ended 28 June 2020.

No resolution is required for this item of business.

**2 Resolution 1: Adoption of the Remuneration Report**

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

*“That the Remuneration Report for the financial year ended 28 June 2020 (as set out in the Directors’ Report) be adopted.”*

Please refer to the voting exclusion statement in the Notice.

This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and feedback from Shareholders as part of the Meeting when considering the Company’s remuneration policies.

**3 Resolution 2: Re-election of Director - Ms Megan Quinn**

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

*“That Ms Megan Quinn, being a Director of the Company who retires by rotation under clause 23.10 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”*

Information about Ms Megan Quinn is included in the Notice.

**4 Resolution 3: Ratification of prior issue of Shares**

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 and approve the issue by the Company of 26,229,509 Shares pursuant to the institutional placement announced by the Company on 24 July 2020, as more fully described in the Explanatory Memorandum.”*

Please refer to the voting exclusion statement in the Notice.

## Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting for further details and information regarding each agenda item.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary contained in the Explanatory Memorandum.

## Entitlement to vote

It has been determined that under the regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, the shareholding of each Shareholder will be taken to be as it appears in the Company's share register at 7pm (Sydney time) on 18<sup>th</sup> November 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## All Resolutions by Poll

In accordance with clause 19.9 of the Company's constitution, and in accordance with section 5(c) of *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Chair intends to call a poll on each of the resolutions proposed at the Meeting, using technology that will allow each Shareholder to participate in the vote in real time or in advance of the Meeting. Consequently, each resolution considered at the Meeting will be conducted by poll, rather than a show of hands.

## How to Vote

Shareholders may vote by either:

- (a) Using the online platform at <https://agmlive.link/CCX20>; or
- (b) By appointing a proxy.

### (a) Using the online platform

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

1. Enter <https://agmlive.link/CCX20> into a web browser on your computer or online device;
2. Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) (available at the top of the proxy form);
3. Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 10.00am (Sydney time) on 20 November 2020 and the time at which the Chair announces voting closure.

More information about online participation in the Meetings is available in the Online Platform Guide found on the Company website at <https://www.citychiccollective.com.au/investors>.

### (b) Appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder.

#### Who can be a proxy

A proxy need not be a member of the Company and can either be an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate should ensure that it:

1. appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and

2. provides satisfactory evidence of the appointment of its corporate representative no later than 48 hours prior to commencement of the Meeting.

If a representative of the corporation is to attend the Meeting, the Shareholder must complete the appropriate certificate of appointment of corporate representative and send the form to [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to the Meeting. A form of the certificate may be obtained from the Company's Share Registry or online at [linkmarketservices.com.au](http://linkmarketservices.com.au).

A Shareholder who is entitled to vote at the Meeting may appoint:

- one proxy if the Shareholder is only entitled to one vote; or
- two proxies if the Shareholder is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

Proxies appointed by corporate Shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

#### Voting

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy.

If a proxy is directed how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

#### Chair as proxy

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chair of the meeting to which it relates, or to another person as the Board determines.

If a Shareholder appoints the Chair as the Shareholder's proxy (or if the Chair becomes proxy by default) and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll, including Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel or a Closely Related Party, which include the Chair.

#### Proxy Forms

If you require an additional Proxy Form, please contact the Company's Share Registry on 1300 554 474, which will supply it on request. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than **18 November 2020 at 10.00am (Sydney time)** (that is, at least 48 hours before the Meeting). Proxies received after this time will not be accepted.

Instructions for completing the Proxy Form are outlined on the Proxy Form, which may be returned by:

- (a) posting it in the reply-paid envelope provided;
- (b) posting it to City Chic Collective c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- (c) hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000;
- (d) faxing it to Link Market Services Limited on +61 2 9287 0309; or
- (e) lodging it online at [linkmarketservices.com.au](http://linkmarketservices.com.au) in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your proxy form online.

## Annual General Meeting Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the Annual General Meeting. All Shareholders will have a reasonable opportunity to ask questions in advance of the Meeting and during the Meeting including an opportunity to ask questions of the Company's external auditor. To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Annual General Meeting are invited to do so by logging into your holding via [linkmarketservices.com.au](http://linkmarketservices.com.au).

We will attempt to address the more frequently asked questions in the Chairman and CEO's presentations to the Meeting and request that written questions be received by the Company or Link Market Services Limited by **5.00pm (Sydney time) on Friday, 13 November 2020**. Questions can be submitted by logging into your holding via [linkmarketservices.com.au](http://linkmarketservices.com.au).

## Voting Exclusions

Resolution	Voting Exclusion
<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>In accordance with section 250BD of the Corporations Act, a vote on Resolution 1 must not be cast by or on behalf of a person appointed (including as a proxy), where that person or proxy is either a member of the Key Management Personnel or a Closely Related Party of such person.</p> <p>However, a vote may be cast by such person if:</p> <ul style="list-style-type: none"><li>• the vote is not cast on behalf of a person or by a proxy who is otherwise excluded from voting and the proxy appointment specifies how the proxy is to vote; or</li><li>• the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy vote even though Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.</li></ul>
<b>Resolution 3 - Ratification of prior issue of Shares</b>	<p>In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue of Shares under the Placement or an associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of Resolution 3 by:</p> <ul style="list-style-type: none"><li>• a person appointed as proxy or attorney for a person who is entitled to vote on Resolution 3 in accordance with directions given to the proxy or attorney;</li></ul>

	<ul style="list-style-type: none"><li>• the Chair of the meeting appointed as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or</li><li>• a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none"><li>○ the beneficiary provides written confirmation to the Shareholder that it is not excluded from voting and is not an associate or a person excluded from voting on the resolution; and</li><li>○ the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.</li></ul></li></ul>
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**By Order of the Board**



Marta Kielich  
Company Secretary

15 October 2020

## Explanatory Memorandum to Shareholders

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the Annual General Meeting.

### Ordinary business

#### 1. Annual Report

Section 317 of the Corporations Act requires:

- the reports of the directors and auditors; and
- the financial statements of the Company for the 52-week period ended 28 June 2020,

to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements.

#### Asking questions

Shareholders will be given opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will be given to Shareholders at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to asking question at the Meeting, Shareholders may address written question to the Chair about the reports or financial statements prior to the Meeting. Shareholders must submit written questions to the Company no later than the fifth business day prior to the date of the Meeting, being Friday 13 November 2020.

#### 2. Resolution 1: Adoption of the Remuneration Report

The Directors' Report for the 52-weeks ended 28 June 2020 contains a Remuneration Report. The Remuneration Report is set out on pages 32 to 41 of the 2020 Annual Report.

The Remuneration Report discusses matters including (but not limited to):

- (a) board policies in relation to the nature and amount of remuneration paid to Directors and executives;
- (b) the relationship between the board policies and the Company's performance; and
- (c) the remuneration arrangements in place for the directors and key executives of the Company.

Section 250R(2) of the Corporations Act requires the Remuneration Report to be adopted and put to the Shareholders at the Annual General Meeting.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company. However, under section 300A(1)(g) of the Corporations Act, if 25% or more of the votes cast on this Resolution 1 are against adopting the Remuneration Report, the Company will be required to consider and report to Shareholders in the next Remuneration Report on what action (if any) has been taken in response to Shareholder concerns, and if no action is proposed to be taken, the Board's reason for this inaction.

#### Spill Resolution

In addition, pursuant to section 250U of the Corporations Act, the "two strikes" law applies to the results of voting in relation to Resolution 1. This means, that if the resolution proposing adoption of the Remuneration Report receives a "no" vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director who under the ASX Listing



Rules may continue to hold office indefinitely without being re-elected) will cease to hold office but be eligible for election (a **Spill Resolution**). A simple majority of over 50% of the votes cast at the second annual general meeting is required to pass the Spill Resolution in accordance with section 250V of the Corporations Act.

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

Voting exclusions apply to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the voting exclusion statement included in the Notice.

### **Directors' Recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, Shareholders are asked to adopt the Remuneration Report and vote in favour of Resolution 1. Shareholders should note that the Chair intends to vote all undirected proxies in favour of adopting the Remuneration Report.

## **3. Resolution 2: Re-election of director**

### **Regulatory and Constitutional requirements**

ASX Listing Rule 14.5 imposes a requirement on the Company to hold an election of Directors at each annual general meeting.

Clause 23.10(d) of the Constitution provides that if in any year there is no Director who is required to submit for re-election pursuant to clause 23.10(b) of the Constitution (which provides that a Director (other than the Managing Director) may not hold office for more than three years or beyond the third annual general meeting following the Director's appointment (whichever is the longer period) without submitting for re-election), the Director to retire by rotation at that annual general meeting will be the Director who has been longest in office.

Any Director who retires in accordance with clause 23.10 of the Constitution is eligible for re-election.

### **Retirement by rotation and re-election of Ms Megan Quinn**

Megan Quinn retires in accordance with clause 23.10(d) of the Constitution and offers herself for re-election.

Megan Quinn joined the Company in October 2012. She is an independent, non-executive director. Megan is also the Chair of the Nomination and Remuneration Committee and member of the Audit and Risk Committee.

Megan is a senior advisor working across a broad range of industries including retail, financial and professional services, healthcare, consumer and digital, and is an international speaker. Megan has more than 25 years' experience working internationally with organisations including Harrods, Dell, and Westpac and she was also a Board and National Committee member of UNICEF Australia. Her strong strategic, operational, supply chain and financial expertise is complemented by her capabilities around brand, marketing, innovation, transformation, digital and customer service and experience across all channels. Megan was a co-founder of NET-A-PORTER and is a non-executive director at ASX listed Reece Limited (ASX: REH) and InvoCare Limited (ASX: IVC).

### **Directors' Recommendation**

The Board (with Ms Megan Quinn abstaining) recommends voting in favour of Resolution 2 for the re-election of Ms Megan Quinn to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 2.

## 4. Resolution 3: Ratification of prior issue of Shares

### Background

On 31 July 2020 (**Issue Date**), the Company issued 26,229,509 Shares pursuant to the institutional placement announced by the Company to ASX on 24 July 2020 (**Placement**). The Placement was accompanied by a share purchase plan (**SPP**) which gave eligible Shareholders an opportunity to acquire Shares at \$3.05, being the same price as the Shares were issued under the Placement.

### Regulatory requirements

ASX 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 number of fully paid ordinary securities it had on issue at the start of that period subject to certain exceptions.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made. If they do so, the issue is taken to have been approved under Listing Rule 7.1 as long as at the time the issue took place, it did not breach ASX Listing Rule 7.1 and the shareholders of the listed company at a general meeting subsequently ratify the issue of securities.

The Company does not have a present need for, or any present intention to raise, further equity capital during the 12-month period since the Issue Date, however, noting the level of uncertainty due to COVID-19, the Board considers it prudent to retain flexibility to issue additional equity securities up to the 15% limit in the period ahead. The issue of Shares under the Placement equated to approximately 13% of the Company's issued equity at the Issue Date.

### Effect of Shareholder ratification

If Resolution 3 is passed, the Placement will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 3 is not passed, the Placement will be included in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

Pursuant to ASX Listing Rule 7.5, the following information is provided in relation to the proposed approval of the issue of Shares under the Placement:

<b>The names of the persons to whom the entity issued or agreed to issue the Shares or the basis on which those persons were identified or selected</b>	The Shares under the Placement were issued to existing and new institutional investors.
<b>The number and class of securities issued</b>	26,229,509 fully paid ordinary shares.
<b>The date the securities were issued</b>	The Issue Date was 31 July 2020.
<b>The price or other consideration received</b>	Shares under the Placement were issued at \$3.05 per Share.
<b>The purpose of the issue and use of funds</b>	The purposes of the issue of Shares under the Placement were to fund the potential acquisition of the eCommerce assets of Catherines (a US plus-size retailer) which were being sold as part of a bankruptcy process under Chapter 11 of the United States Bankruptcy Code in the US, to

	<p>further strengthen the balance sheet and to provide financial flexibility to accelerate growth globally.</p> <p>As announced on 17 September 2020, the Company was unsuccessful at the court-run auction for the eCommerce assets of Catherines, but continues to pursue on its strategy to grow the Company's global digital presence through an organic growth program and continues to evaluate inorganic opportunities on their merits. The funds raised under the Placement will enable the Company to continue to execute on this strategy.</p>
<b>Material terms of the issue of Shares under the Placement</b>	<p>All Shares issued under Placement rank equally with all other fully paid ordinary shares in the capital of the Company.</p>

Voting exclusions apply with respect to any person who participated in the issue of Shares under the Placement or an associate of that person – see the voting exclusion statement included in the Notice.

### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Shareholders are asked to in favour of Resolution 3. The Chair intends to exercise all available proxies in favour of Resolution 3.

## Glossary

In this Notice, the following items have the following meanings unless the context requires otherwise:

**\$** means Australian Dollars.

**Annual Report** means the Annual Report to Shareholders for the period ended 28 June 2020.

**ASX** means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** means the official listing rules of the ASX.

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

**Chair** means the person chairing the Meeting.

**Closely Related Party** has the meaning as defined in section 9 of the Corporations Act.

**Company** means City Chic Collective Limited.

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

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

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

**Explanatory Memorandum** means the explanatory memorandum accompanying and forming part of this Notice.

**Key Management Personnel** has the meaning as defined in section 9 of the Corporations Act.

**Issue Date** refers to the date that Shares under the Placement were issued to institutional investors, being 31 July 2020.

**Meeting or Annual General Meeting** means the 2020 Annual General Meeting of Shareholders to be held virtually (online) at <https://agmlive.link/CCX20> on 20th November 2020 at 10:00am (Sydney time).

**Notice** means this Notice of Annual General Meeting (including the Explanatory Memorandum and the Proxy Form).

**Placement** means the placement of Shares to institutional investors announced by the Company on 24 July 2020.

**Proxy Form** means the proxy form accompanying this Notice.

**Remuneration Report** means the remuneration report as set out in the Annual Report.

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

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

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

**SPP** means the share purchase plan announced by the Company on 24 July 2020.

## LODGE YOUR VOTE

**ONLINE**  
www.linkmarketservices.com.au

**BY MAIL**  
City Chic Collective Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

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



**X99999999999**

**Unique PIN:**

(for telephone attendance)

Australia : 1800 572 288  
New Zealand: 0800 448 986  
Worldwide: +61 1800 572 288

## PROXY FORM

I/We being a member(s) of City Chic Collective Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Friday, 20 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/CCX20> (refer to details in the Virtual Annual General Meeting Online Guide). You can view and download the **Notice of Meeting and Explanatory Memorandum** and Online Guide at the Company's website at <https://www.citychiccollective.com.au/investors>

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

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an**

#### Resolutions

	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of director – Ms Megan Quinn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Shareholder 1  Individual or Shareholder 2  Individual or Shareholder 3

Sole Director and Sole Company Secretary OR Director  Director/Company Secretary

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRPERSON OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairperson of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairperson of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

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

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 18 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

City Chic Collective Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
  
or  
  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)



#### ACCESS YOUR NOTICE OF ANNUAL GENERAL MEETING

To view or download the full **Notice of Meeting and Explanatory Memorandum** which sets out the Agenda (including details of all resolutions being put to the meeting) please visit the company's website. Per modifications of the Corporations Act 2001 and the Corporations Regulations 2001 under Corporations (Coronavirus Economic Response) Determination (no.1) 2020 ("Determination") no hard copy Notice of Meeting and Explanatory Memorandum has been included in this mailing, the Notice of Meeting for the purposes of this meeting has been given to those entitled to receive by use of one or more technologies.

# city chic collective limited

## 2020 Virtual Annual General Meeting

15 October 2020

Dear Shareholder,

In light of the uncertainty, travel restrictions and potential health risks created by the COVID-19 pandemic and taking into consideration the actions taken by governments to address these concerns, we will be hosting a virtual Annual General Meeting in 2020 (**AGM**).

The Notice of Meeting and Explanatory Memorandum for the AGM is available online at <https://www.citychiccollective.com.au/investors>. We will not be sending Shareholders a hard copy of the Notice of Meeting by post ahead of the AGM. This approach is consistent with the relief provided by the Commonwealth Treasurer in response to the COVID-19 pandemic.

This letter provides information to guide Shareholders as to how to attend and participate in the AGM. City Chic's website will also be kept up to date with all of the relevant information Shareholders may need.

### Details of our 2020 AGM

**Date:** Friday, 20 November 2020

**Time:** 10.00am AEDT

**Website:** <https://agmlive.link/CCX20>

### How to participate

To make the AGM as accessible as possible to all of our Shareholders, we are pleased to offer Shareholders the following ways to participate in the AGM.

#### 1. Online

1. Logon to <https://agmlive.link/CCX20> from your desktop computer, mobile or tablet device at least 15 minutes prior to the scheduled start time for the AGM. You will need internet access.
2. When you log onto the online platform, you will need to provide your details - including your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) - to be verified as a Shareholder (available at the top of the proxy form).
3. Proxyholders will need their proxy code, which Link Market Services will provide via email no later than 24 hours prior to the AGM.

Further instructions on how to participate and vote online are published at <https://www.citychiccollective.com.au/investors>. We encourage all Shareholders to read this material to ensure they are familiar with how to participate and to contact Link Markets Services if they have any questions.

#### 2. Appoint a proxy in advance of the AGM

##### (a) Online

1. Logon to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).
2. You will be asked to submit your SRN or HIN details.
3. Follow the step-by-step online prompts, which will guide you through the process.

##### (b) Via mail, fax or hand delivery

1. Complete the enclosed Proxy Form. Instructions are detailed on the Proxy Form.
2. All Proxy Forms must be received no later than **10.00am** (AEDT) on **Wednesday 18 November 2020** to be valid.
3. Proxy Forms may be returned by fax, mail or hand delivery by following the instructions in the Proxy Form.

## How to ask a question

Only Shareholders of City Chic Collective Limited will be able to ask a question in advance of the AGM or at the AGM. Questions can be submitted via Link Market Services at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) before **10:00am on Friday 13 November 2020**. Instructions on how to ask a question on the day are detailed in the Virtual Meeting Online Guide which is available online at <https://www.citychiccollective.com.au/investors>.

## How to watch and listen to the AGM

The AGM will be live webcast online at <https://agmlive.link/CCX20>. All stakeholders are invited to watch and listen to the AGM. However, only Shareholders (or their proxies) may vote or ask questions during the AGM.

## Support

If you experience any difficulties, please contact Link Market Services by phone on 1300 554 474 or on +61 1300 554 474 between 9:00am and 5:00pm (AEDT) Monday to Friday. Copies of all material, including City Chic's Annual Report, Notice of Meeting and Virtual Meeting Online Guide are available online on the Company's website at <https://www.citychiccollective.com.au/investors>.

## Online Communication Preferences

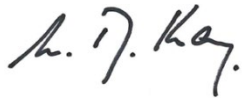
We encourage all Shareholders to update your details via our share registry, Link Market Services. Shareholders can also:

- check your holding balance;
- view, print or save transaction summaries and dividend statements;
- update or amend your bank account details; or
- elect to receive communications electronically.

We encourage Shareholders to elect to receive online communication as the most efficient and environmentally friendly way to keep up to date with City Chic information.

We look forward to you joining us at the 2020 AGM and thank you for your ongoing support.

Yours sincerely,



**Michael Kay**  
Chairman



# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

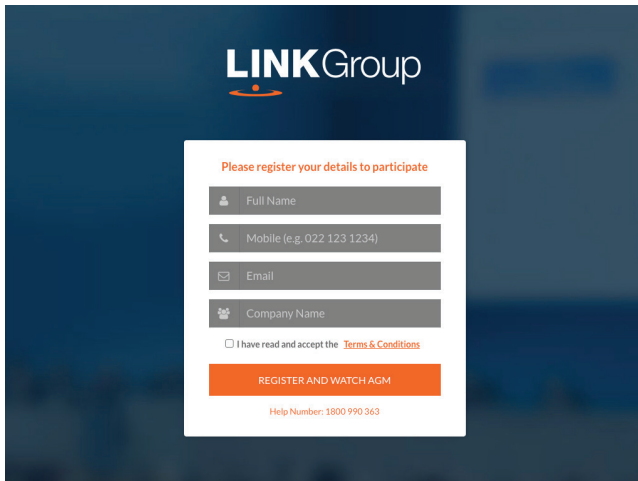
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide



The screenshot shows the LINK Group registration page. At the top, the LINK Group logo is displayed. Below it, a white registration box contains the text "Please register your details to participate". The form includes four input fields: "Full Name", "Mobile (e.g. 022 123 1234)", "Email", and "Company Name". Below these fields is a checkbox labeled "I have read and accept the Terms & Conditions". At the bottom of the box is an orange button labeled "REGISTER AND WATCH AGM" and a small text "Help Number: 1800 990 363".

## Step 1

Open your web browser and go to <https://agmlive.link/CCX20>

## Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

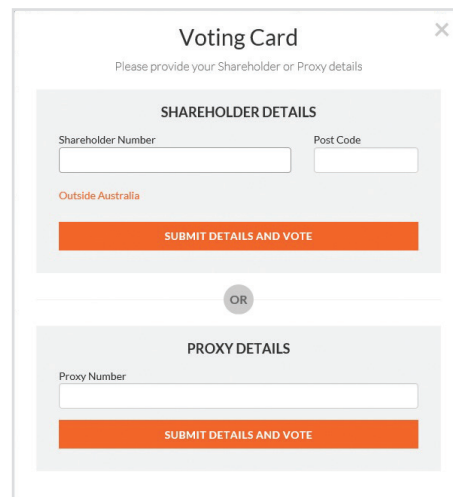
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



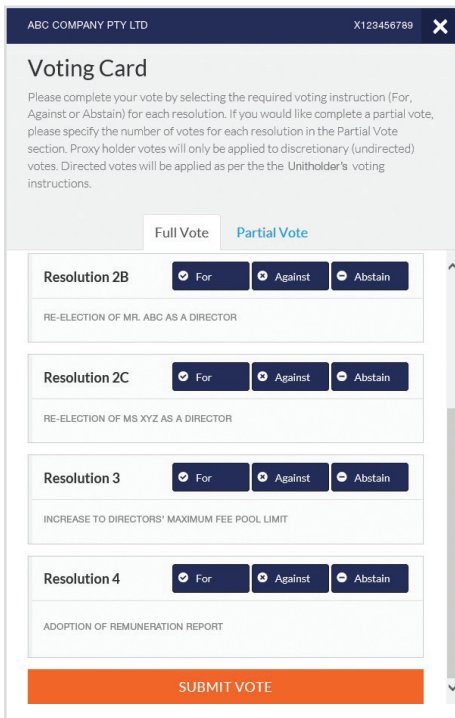
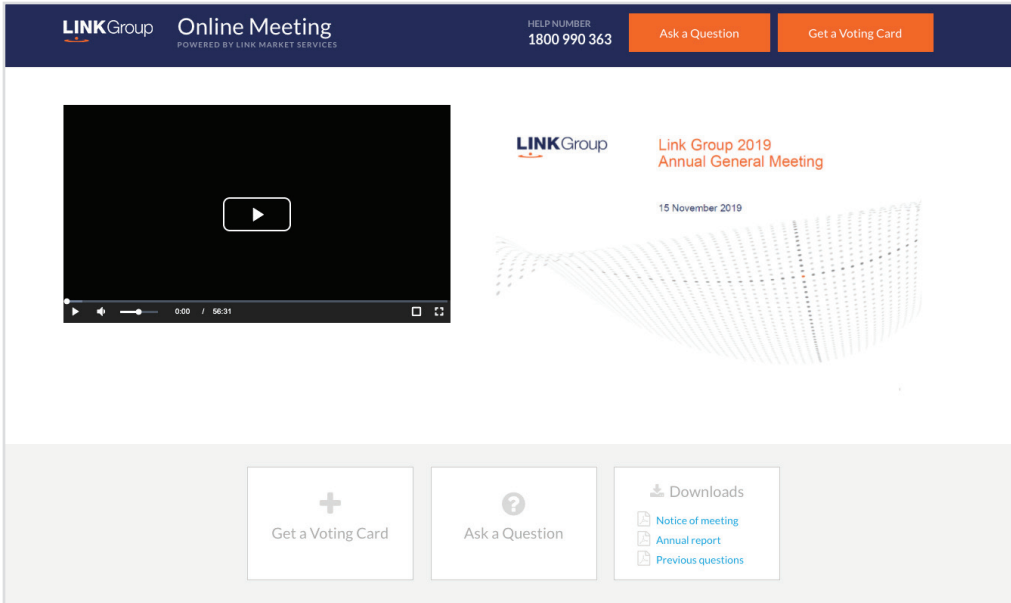
The screenshot shows a "Voting Card" registration window. It has a title bar with "Voting Card" and a close button. Below the title, it says "Please provide your Shareholder or Proxy details". The form is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS", separated by an "OR" button. The "SHAREHOLDER DETAILS" section has two input fields: "Shareholder Number" and "Post Code". Below these is a link for "Outside Australia" and an orange "SUBMIT DETAILS AND VOTE" button. The "PROXY DETAILS" section has one input field: "Proxy Number" and an orange "SUBMIT DETAILS AND VOTE" button.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

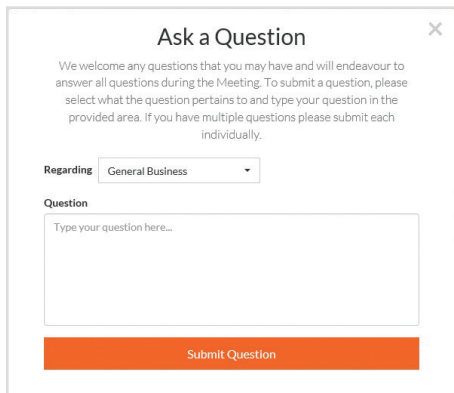
## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' dialog box contains the following elements:

- Title:** Ask a Question
- Text:** We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.
- Regarding:** A dropdown menu with 'General Business' selected.
- Question:** A text input field with the placeholder text 'Type your question here...'
- Submit:** An orange button labeled 'Submit Question'.

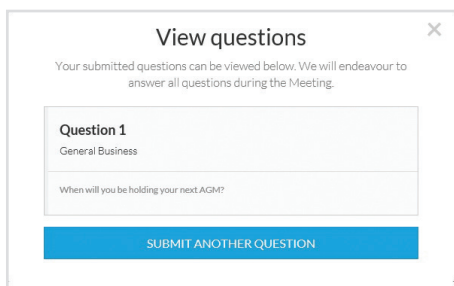
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View questions' dialog box contains the following elements:

- Title:** View questions
- Text:** Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.
- Question 1:** A box showing 'Question 1' with the category 'General Business' and the question text 'When will you be holding your next AGM?'.
- Submit:** A blue button labeled 'SUBMIT ANOTHER QUESTION'.

## 3. Downloads

View relevant documentation in the Downloads section.

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### Voting closing

Voting will end 5 minutes after the close of the Meeting.

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At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

## Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call: +61 1800 572 288

#### Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a Shareholder and allow you to ask a question at the Meeting.

#### Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

## Asking a Question

#### Step 1

When the Chairman calls for questions on an item of business you will be asked to **press \*1** on your keypad should you wish to raise your hand to ask a question.

#### Step 2

The moderator will ask you what item of business your question relates to. Let the moderator know if your question relates to General Business or to a specific Resolution number.

You will then be put into the online queue. You will also be asked if you have any additional questions.

#### Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by pressing \*1 on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

#### Step 4

Your line will be muted once your question has been answered.

## Contact us

### Australia

T 1300 554 474

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

### New Zealand

T +64 9 375 5998

E [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)