

CETTIRE

Level 40/140 William Street
Melbourne VIC 3000

NOTICE OF 2022 ANNUAL GENERAL MEETING

Melbourne, Victoria: 17 October 2022 – Cettire Limited (ASX:CTT) (Cettire or Company), a global luxury online retailer, gives notice that the Annual General Meeting (**AGM**) of Cettire will be held on Thursday 17 November 2022 commencing at 2.00 pm (AEDT). To provide all Shareholders the opportunity to participate in the Meeting, the AGM will be held as a virtual online meeting. Shareholders will be able to ask questions and vote during the AGM.

In accordance with the provisions of the Corporations Act 2001, the Notice of Meeting, accompanying explanatory notes and information on how to attend and vote (**NOM**) at the virtual AGM are being made available to shareholders electronically only and will not be dispatched to shareholders (unless a shareholder has requested a copy).

This means:

- A copy of the NOM is attached and is available for download at:
https://web.automic.com.au/er/public/api/documents/CTT?fileName=CTT_2022_NOM_FINAL.pdf.
- A copy of the FY22 Annual Report is also available for download at:
https://web.automic.com.au/er/public/api/documents/CTT?fileName=CTT_FY22_Annual_Report.pdf.
- Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to your nominated email address with a link to an electronic copy of the AGM documents and voting form.
- Shareholders who have not yet elected to receive electronic communications from the Company, will receive a copy of this letter and a personalised proxy form by post.

We encourage all shareholders to lodge a directed voting form as soon as possible in advance of the AGM, even if you are planning to attend the AGM online. Voting forms can be lodged online, by mail or in person by following the lodgement instructions on the voting form. Voting forms must be received by the Company's share registry, by 2.00 pm (AEDT) on Tuesday 15 November 2022.

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

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

Yours sincerely



Kerry Robert East (Bob)
Cettire Limited
Chairman

About Cettire

Launched in 2017, Cettire is a global online retailer, offering a large selection of in-demand personal luxury goods via its website, cettire.com. Cettire has access to an extensive catalogue of over 2,500 luxury brands and over 400,000 products of clothing, shoes, bags, and accessories. Visit: www.cettire.com.

CETTIRE LIMITED

**NOTICE OF ANNUAL
GENERAL MEETING**

THURSDAY 17 NOVEMBER 2022

Cettire Limited (ASX:CTT) (CTT or the Company), a global luxury online retailer, gives notice that the Annual General Meeting (AGM) of Shareholders of the Company for purposes of transacting the items of business set out in this Notice of Meeting (NOM), will be held as a virtual online meeting on:

Date: Thursday 17 November 2022

Time: 2.00 pm (AEDT)

Place: Virtual online

To provide all Shareholders the opportunity to participate in the Meeting, the AGM of the Company will be held as a virtual meeting. Information on how to attend the virtual meeting is included in the Virtual Meeting Registration and Voting Guide, enclosed with this NOM. The Company encourages Shareholders to pre-register for the virtual meeting using the following link:

https://us02web.zoom.us/webinar/register/WN_16WhwflGRCWCth9JGOO1qg.

After registering, you will receive a confirmation email containing information on how to attend the virtual AGM.

In accordance with the provisions of the Corporations Act, the Notice of Meeting, accompanying explanatory statement and AGM Online User Guide (Meeting Materials) are being made available to shareholders electronically only and physical copies will not be dispatched to shareholders (unless a shareholder has requested a copy).

Shareholders will be able to ask questions and vote during the Meeting.

A copy of the FY22 Annual Report is available for download at:

https://web.automic.com.au/er/public/api/documents/CTT?fileName=CTT_FY22_Annual_Report.pdf

Explanatory Notes

All information included in this NOM should be read in conjunction with the Explanatory Notes.

Attendance, Voting Information & Voting Form

Please read all sections of this NOM carefully to understand how to attend and vote at the AGM.

ORDINARY BUSINESS

Financial and Other Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2022.

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

"That the Remuneration Report contained in the Directors' Report for the financial year ended 30 June 2022 be adopted."

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Bruce Rathie as Non-Executive Director

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

"That Bruce Rathie who retires in accordance with section 20 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Refer to 'Voting Exclusion' on page 8 for voting restrictions that apply.

Information for Shareholders relating to attendance and voting at the AGM

Entitlement to attend and vote at the AGM

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, persons eligible to vote at the AGM are those who are registered shareholders at 7.00 pm (AEDT) on Tuesday, 15 November 2022.

Voting

Voting on each resolution will be on a poll. Each shareholder present in person, by attorney, by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held. In the case of joint shareholders, all holders may attend the AGM but only one holder may vote at the AGM in respect of relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders votes in respect of the relevant shares held, only the vote of the joint holder whose name appears first in the share register, in respect of the relevant shares, will be counted.

Shareholders who wish to attend and vote at the virtual AGM can do so via the Automic website

<https://investor.automic.com.au/#/home> (the Company's share registry) using your username and password.

Shareholders who do not have an account with Automic will need to create an account as soon as possible and in advance of the AGM to avoid any delays on the day of the AGM.

How to create an account with Automic

To create an account with Automic, please go to the Automic website <https://investor.automic.com.au/#/home>, click on 'register' and follow the steps. Shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

Attending and voting at the AGM

Shareholders who have an existing account with Automic (with a username and password) will need to follow the steps below to attend and vote at the virtual AGM on the day of the AGM:

- a) Login to the Automic website <https://investor.automic.com.au/#/home> using your username and password.
- b) Once the virtual AGM is open, click on 'View' then 'Register' and follow the steps.
- c) Once the Chairman declares voting open, click on 'Refresh' to access your voting card and follow the steps and instructions to completion of the voting process.

Attending the meeting online enables shareholders to ask questions and cast votes while the meeting is in progress.

Further information on attending the AGM and the voting process is included with this NOM and is available for download at: <https://www.automicgroup.com.au/agm/virtual-agms/>.

If you have any questions or are unable to access any of the AGM documents online, please contact Automic on meetings@automicgroup.com.au or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas) between 8.30 am to 5.30 pm AEDT Monday to Friday, for assistance or to arrange a copy.

EXPLANATORY NOTES

These Explanatory Notes form part of the NOM and are intended to assist you in consideration of the business proposed at the AGM.

Questions

CTT invites you to submit questions (relevant to the business of the AGM) in writing to the Company or to the Company's auditor, at either of the addresses below. Written questions must be received no later than 5:00 pm (AEDT) on Thursday 10 November 2022:

Email address: investors@cettire.com

By mail to:

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

During the AGM, the Chairman will endeavour to address as many of the more frequently raised shareholder questions as reasonable. Please note that individual responses will not be sent to shareholders.

ORDINARY BUSINESS

Financial and Other Reports

The Corporations Act 2001 (**Corporations Act**) requires that the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2022 (**Financial Reports**), be laid before the AGM. The Company's constitution also provides for the Financial Reports to be received and considered at the AGM.

Neither the Corporations Act nor the constitution requires a vote of shareholders at the AGM on the Financial Reports.

At the AGM, shareholders will be given a reasonable opportunity to raise questions on the Financial Reports and to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

Resolution 1 – Remuneration Report

The Corporations Act requires that the Directors prepare the Remuneration Report as set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity to comment or raise questions in relation to the Remuneration Report at the AGM.

Board Recommendation

*Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that shareholders vote **in favour** of this resolution.*

*The Chairman of the AGM intends to vote all available proxies **in favour** of this resolution.*

Resolution 2 – Re-election of Bruce Rathie as Non-Executive Director

In accordance with section 20 of the constitution of the Company, at least one Director of the Company must retire at each AGM, and no Director can hold office for more than three years or past the third AGM following the Director's appointment, whichever is the longest.

Bruce, appointed to the Board on 29 October 2020, retires in accordance with section 20 of the Company's constitution and is standing for re-election as a Director of the Company, at the AGM. Bruce is also Chairman of the Remuneration & Nomination Committee and a Member of the Audit and Risk Committee.

Experience and Background

Having completed successful careers in law and finance, Bruce has been a professional Non-Executive Director for more than 20 years.

Bruce's legal career included partnership in a prominent private law firm and Senior Corporate Counsel to Robert Holmes a Court's Bell Resources Limited in the 1980s. Bruce pursued a career in investment banking in New York before returning to Sydney in 1990 where he continued his investment banking career predominantly at Salomon Smith Barney which successfully secured joint lead manager roles in the privatisation or IPOs of Qantas Airways, Commonwealth Bank and Telstra.

Bruce is currently Non-Executive Chairman of Capricorn Mutual Limited and Non-Executive Director of Capricorn Society Limited.

Bruce holds an LLB and B Comm and an MBA from University of Geneva. Bruce is a Fellow of the Australian Institute of Company Directors, Australian Institute of Managers & Leaders and the Governance Institute of Australia. Bruce also holds a Graduate Diploma in Company Secretarial Practice (Governance).

Bruce currently holds Non-Executive Director roles with PolyNovo Limited (ASX:PNV), 4DMedical Limited (ASX:4DX) (Non-Executive Chairman) and Cleanspace Holdings Limited (ASX:CSX) (Non-Executive Chairman).

Board Recommendation

*The Directors (other than Bruce Rathie) unanimously recommend that Bruce be re-elected as a Director of the Company and that shareholders vote **in favour** of this resolution.*

*The Chairman of the AGM intends to vote all available proxies **in favour** of this resolution.*

OTHER ATTENDANCE AND VOTING INFORMATION

Majority Required

All resolutions proposed at this AGM are ordinary resolutions. Each of these resolutions will be passed if more than 50% of votes cast by shareholders entitled to vote on the resolutions are cast in favour of the resolutions.

Voting Methods

Shareholders are encouraged to lodge a directed voting form as soon as possible in advance of the AGM, even if you are planning to attend the AGM online. Shareholders can vote in one of the following ways:

- By lodging a direct vote in advance of the AGM electronically by visiting <https://investor.automic.com.au/#/home>; or
- By appointing a proxy to attend and vote at the meeting on your behalf electronically by visiting <https://investor.automic.com.au/#/home>;
- By lodging a voting form by mail, in person, by email or by facsimile – refer to voting form for lodging instructions; or
- By attending the meeting online and voting using the online voting facility as outlined on page 4 of this NOM.

Voting Deadline

Shareholders who wish to lodge a direct vote in advance of the AGM or appoint a proxy to attend and vote at the meeting on their behalf, must do so by 2.00 pm (AEDT) on Tuesday 15 November 2022 or if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Direct votes or proxy appointments received after this time will be invalid.

If a shareholder is entitled to cast two or more votes at the meeting, the shareholder may specify the proportion or number of votes that they wish to cast "For", "Against" or specify that they "Abstain" from voting on an item. Fractions of votes will be disregarded.

A proxy need not be a shareholder of CTT.

The Corporations Act provides the following for the processing of proxy votes.

Directed Proxy Votes

If you appoint someone other than the Chairman of the meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chairman of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Undirected Proxy Votes

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of CTT's Key Management Personnel or their closely related parties voting as a proxy on resolution number 1, if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting, as they think fit.

Should any resolution, other than those specified in this NOM, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

If you wish to appoint a Director (other than the Chairman) or other member of CTT's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on resolution 1 by completing the "For", "Against" or "Abstain" boxes.

The Chairman will be able to exercise your vote on your behalf on all resolutions as he sees fit, if you appoint the Chairman as your proxy, but do not direct him how to vote (in which case the Chairman will vote **in favour** on each item of business).

Revocation of proxies

Any revocation of proxies must be made at <https://investor.automic.com.au/#/home> before the time of commencement of the meeting.

Voting by Corporations

In order to vote at the AGM (other than by proxy), a corporation that is a shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation, including any authority under which it is signed, must be lodged with CTT's share registry, Automic prior to the commencement of the AGM.

Proxy Voting by Chairman

The Chairman of the AGM intends to vote all undirected proxies *in favour* on all resolutions.

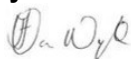
Voting Exclusion**Resolution 1 – Adoption of Remuneration Report****Voting Prohibition Statement**

The Company will disregard any votes cast in favour of resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act) details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) of such a member. However, a person (the **voter**) described above may cast a vote on resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on resolution 1; or
- b) the voter is the Chairman of the AGM and the appointment of the Chairman of the AGM as proxy does not specify the way the proxy is to vote on resolution 1; and expressly authorises the Chairman to exercise the proxy even though resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further Information

Shareholders should direct any questions in relation to this NOM to Automic (contact details on page 4 of this NOM) or to the Company Secretary on +61 434 189 506.

By order of the Board


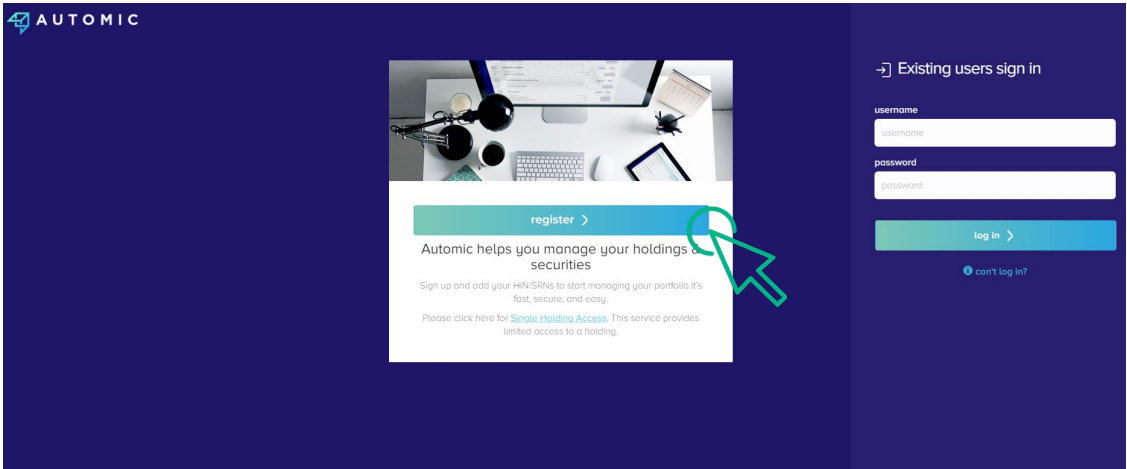
Fiona van Wyk
Company Secretary
17 October 2022

Virtual Meeting Registration and Voting

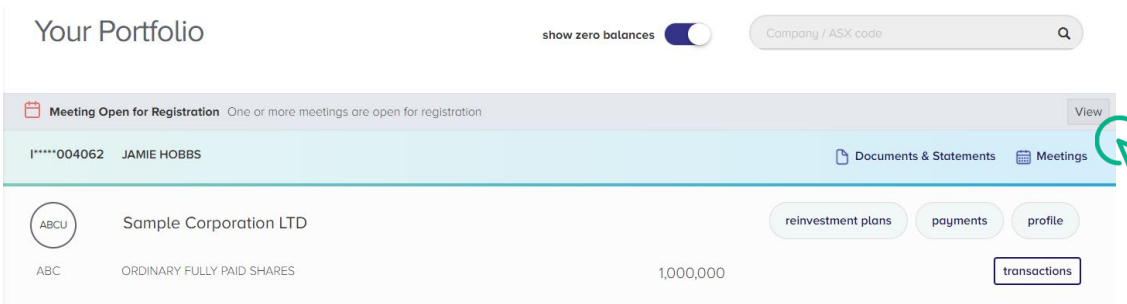


REGISTRATION

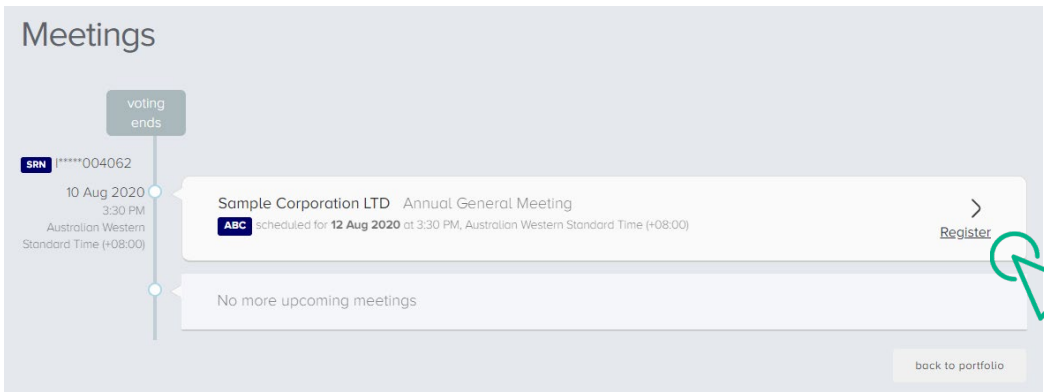
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on “view”.

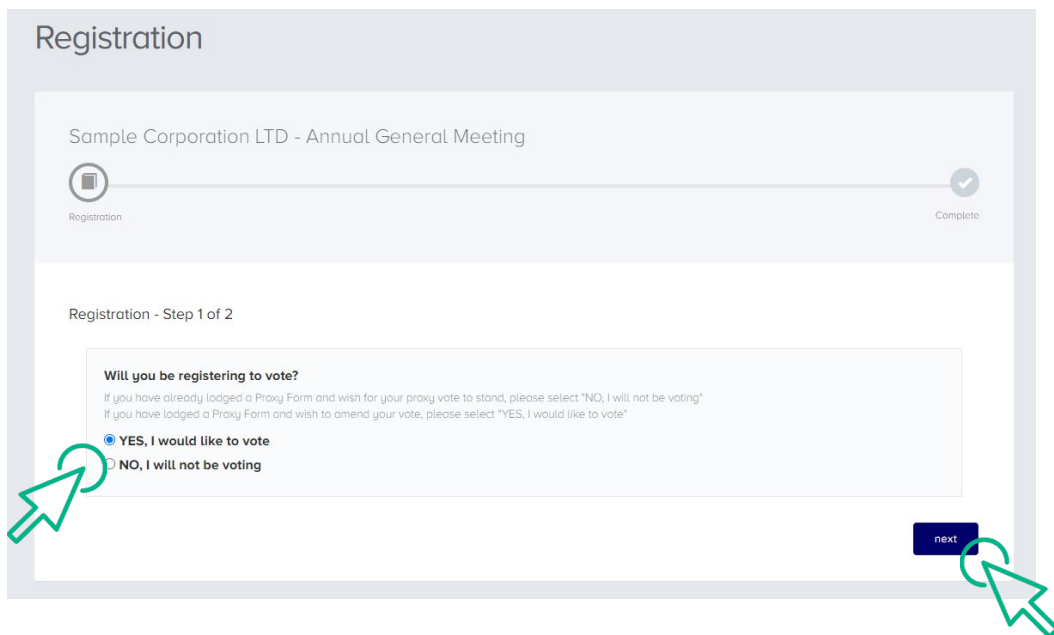


- Click on “register” to register your attendance for the meeting.



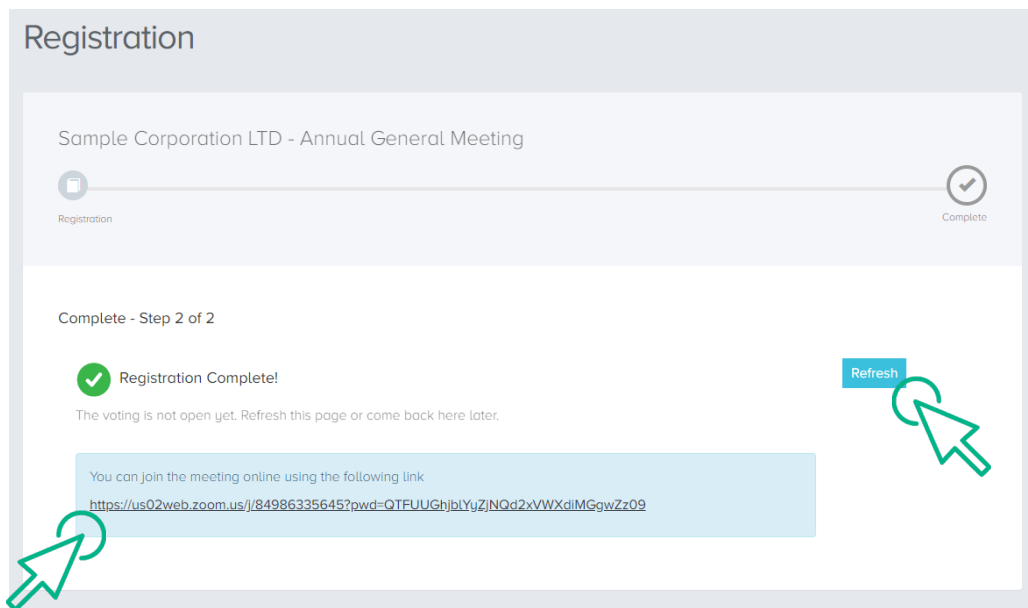
REGISTRATION

- Select “yes, I would like to vote” and then click “next”.



The screenshot shows the 'Registration' page for 'Sample Corporation LTD - Annual General Meeting'. It features a progress bar with 'Registration' and 'Complete' markers. The main content area is titled 'Registration - Step 1 of 2' and contains a question: 'Will you be registering to vote?'. Below the question, there is explanatory text and two radio button options: 'YES, I would like to vote' (which is selected) and 'NO, I will not be voting'. A green arrow points to the 'YES' option, and another green arrow points to a 'next' button at the bottom right.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.



The screenshot shows the 'Registration' page for 'Sample Corporation LTD - Annual General Meeting' at 'Complete - Step 2 of 2'. It features a progress bar with 'Registration' and 'Complete' markers. The main content area displays a green checkmark icon and the text 'Registration Complete!'. Below this, it says 'The voting is not open yet. Refresh this page or come back here later.' and provides a Zoom link: 'https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjb1YyZlNkd2xVWXdlMGgwZz09'. A green arrow points to the 'Refresh' button at the top right, and another green arrow points to the Zoom link at the bottom left.

VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbUyZlNQd2xVWXdlMGgwZz09>

Resolutions
You must vote on all resolutions, except for those marked as withdrawn.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

Confirmation
Please review and confirm.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

☒ **Declaration** PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

VOTING COMPLETE

- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Poll

Review

Complete

Complete - Step 3 of 3

Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFF0TTdGTEhGSENlbUN5NzF3bUUQT09;>

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Tuesday, 15 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT:

<https://automicgroup.com.au/>

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

