

11 October 2023

Dear Shareholder,

On behalf of the Board of Directors of Step One Clothing Limited (**Step One**), I am pleased to invite you to Step One's Annual General Meeting (**2023 AGM**).

Step One's 2023 AGM will be held as a virtual meeting on **Wednesday, 15 November 2023** commencing at 11.00am (AEDT).

Further details on how to participate in the 2023 AGM online are set out in the attached Notice of Meeting and in the Link Group Virtual Meeting Online Guide.

The Virtual Meeting Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Virtual Meeting Online Guide will be released to the ASX and is also available on our website at <https://www.stepone.group/Investor-Centre/>

I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider lodging a directed proxy in advance of the meeting by following the instructions on the Proxy Form.

The Chief Executive Officer, Greg Taylor, and I will comment briefly on the performance of Step One during the year ended 30 June 2023 at the meeting.

For further information please also refer to the 2023 Annual Report, which is available on our website <https://www.stepone.group/Investor-Centre/>

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Step One unanimously recommend that shareholders vote in favour of all resolutions to be proposed at the 2023 AGM.

Thank you for your continued support of Step One and I look forward to your attendance at the 2023 AGM.

Yours sincerely,



**David Gallop**  
Chair

**STEP ONE CLOTHING LIMITED**  
**ACN 616 696 318**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the 2023 Annual General Meeting (**AGM** or **Meeting**) of the shareholders of Step One Clothing Limited ACN 616 696 318 (**Step One** or **Company**) will be held:

Date: **Wednesday, 15 November 2023**  
Time: **11.00am (AEDT)**  
Venue: <https://meetings.linkgroup.com/STP23>

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the 2023 AGM.

The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide.

The Virtual Meeting Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site.

The Virtual Meeting Online Guide will be released to the ASX and is also available on our website at <https://www.steponeline.com/Investor-Centre/>

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for Meeting on a supported web browser on their computer or online device.

To log in to the Meeting, shareholders will need their shareholder number, along with their postcode.

Proxyholders will need a proxy code to log in. This will be provided by the share registry prior to the Meeting.

Shareholders/Proxyholders will be able to submit questions or make comments in writing using the "Ask a Question" function built into the online platform, or ask an audio question using the web phone which can also be accessed through the online platform during the meeting.

### **CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2023.

All shareholders can view the Annual Report which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the year ended 30 June 2023 on the Company's website at <https://www.steponeline.com/Investor-Centre/>

Shareholders are not required to vote on this item.

### **QUESTIONS AND COMMENTS**

Following consideration of the Reports, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about or make comments on the business of the meeting, the management of the Company or about the Company generally.

The Chair will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

1. the conduct of the audit;
2. the preparation and content of the Independent Auditor's Report;
3. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
4. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

## **ITEMS FOR APPROVAL**

### **Resolution 1. Re-election of Mr Michael Reddie**

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"That Mr Michael Reddie, who retires in accordance with clause 8.1(f) of the Company's Constitution and being eligible, is re-elected as a Director of the Company."*

### **Resolution 2. Remuneration Report**

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

*"That the Company's Remuneration Report for the financial year ended 30 June 2023, be adopted."*

The Remuneration Report is contained in the Company's 2023 Annual Report (available at <https://www.stepone.group/Investor-Centre/>).

Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) (the **Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

1. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2023 Remuneration Report; or
2. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

1. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
2. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
  - (a) does not specify the way the proxy is to vote on the resolution; and
  - (b) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

By Order of the Board



William Hundy  
Company Secretary  
11 October 2023

## **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of Step One as at 7:00pm (AEDT) on **Monday, 13 November 2023** will be entitled to attend and vote at the 2023 AGM as a shareholder.

If more than one joint holder of shares is present at the 2023 AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### *Appointment of Proxy*

If you are a Shareholder entitled to attend and vote, you may appoint a proxy to attend and act on your behalf at the 2023 AGM. A proxy need not be a shareholder of the Company and can be an individual or a body corporate.

If a Shareholder is entitled to cast two or more votes at the 2023 AGM, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Clause 7.10(m) of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the 2023 AGM.

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am (AEDT) on **Monday, 13 November 2023**. Proxies must be received before that time by one of the following methods:

### **ONLINE (preferred method)**

<https://investorcentre.linkgroup.com>

### **BY MAIL**

Step One Clothing 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150  
\*During business hours Monday to Friday (9:00am - 5:00pm)

### **ALL ENQUIRIES TO**

Telephone: 1300 554 474 Overseas: +61 1300 554 474

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

### *Undirected proxies*

If the Chair of the meeting is appointed or taken to be appointed as a proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the resolution to be considered at the meeting, then by submitting your Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution. **The Chair intends to exercise all available votes in favour of all resolutions.**

### *Power of Attorney*

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the 2023 AGM. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by Step One no later than 11.00am (AEDT) on **Monday, 13 November 2023**, being 48 hours before the 2023 AGM.

### *Corporate Representatives*

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the 2023 AGM.

The appointment of the representative must comply with the requirements under section 250D of the Corporations Act.

Appointed body corporate representatives will need to provide a signed "Appointment of Corporate Representative" form to Link Group no later than 11.00am (AEDT), on Monday, 13 November 2023 unless it has been previously provided. The form can be obtained online at [linkmarketservices.com.au](http://linkmarketservices.com.au).

### *Voting at the Meeting*

In accordance with the Corporations Act and pursuant to clause 7.7(e) of the Company's Constitution, the Chair will call a poll for each of the resolutions proposed at the AGM.

**IMPORTANT:** If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 2 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the resolution, even though the resolution is connected, directly or indirectly, with the remuneration of KMPs.

### **SHAREHOLDER QUESTIONS – SUBMITTED PRIOR TO THE MEETING**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select Voting then click 'Ask a Question'.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on Wednesday, 8 November 2023. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

## **CONDUCT OF MEETING**

Step One is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally.

Step One will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, Step One will have regard to the impact of the technical issues on shareholders participating and casting votes online and the Chair of the Meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

## **PARTICIPATION IN THE MEETING**

There are a number of ways shareholders and interested parties can participate in the AGM:

1. **Online:** shareholders and proxyholders are encouraged to participate in the AGM online, which will allow them to view presentations, ask questions in writing and vote. Audio questions will be able to be put using the web phone which can also be accessed through the online platform during the meeting.
2. **Teleconference:** for shareholders and proxyholders who are unable or do not wish to access the meeting online, this will allow them to listen to the meeting live and ask questions on the telephone, but not vote. Shareholders will need to contact Link Group on +61 1800 990 363 to pre-register.

Please note that there may be a short delay when attending the AGM online.

## **ENCLOSURES (for Shareholders receiving hardcopy)**

Enclosed are the following documents :

1. Proxy Form to be completed if you would like to be represented at the AGM by a proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Step One's share registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to ensure the timely and cost effective receipt of your Proxy Form; and
2. a reply paid envelope for you to return the Proxy Form.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared in relation to the business to be conducted at Step One's 2023 AGM to be held at 11.00am on **Wednesday, 15 November 2023**.

The purpose of this Explanatory Memorandum is to provide shareholders of Step One (**Shareholders**) with information that is reasonably required by Shareholders to decide how to vote upon the resolutions being put forward at the 2023 AGM.

The Chair of the 2023 AGM intends to vote all available undirected proxies in favour of each resolution.

Resolution 1 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders entitled to vote on the resolution.

Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

### **Resolution 1. Re-election of Michael Reddie**

**Michael Reddie** retires in accordance with Clause 8.1(f) of the Constitution and seeks re-election in accordance with Clause 8.1(j).

**Michael Reddie** was appointed to the Board on 6 October 2021 as an Executive Director. He is also the Company's Chief Legal Officer.

#### **Experience and expertise:**

Michael is a corporate and commercial lawyer, admitted as a Solicitor in Victoria in 2008. He holds Bachelor of Laws and Commerce degrees from Monash University and has held roles at Gadens Lawyers and Lander & Rogers. Michael has worked with Step One since inception as an independent legal advisor and is currently the Chief Legal Officer.

*The Directors, with Mr Michael Reddie abstaining, unanimously recommend that Shareholders vote in favour of Resolution 1.*

### **Resolution 2. Remuneration Report**

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Corporations Act**) requires that the section of Step One's Directors' Report dealing with the remuneration of the key management personnel (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Key management personnel (**KMP**) are those persons having authority and responsibility for planning, directing and controlling the activities of Step One including any executive or non-executive director.

Broadly, the Remuneration Report:

1. discusses Step One's policy in relation to remuneration of KMP;
2. discusses the relationship between the Board's remuneration policy and Company performance;
3. details any performance conditions attached to KMP remuneration; and
4. sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report on Step One's website at [www.stepone.group/Investor-Centre](http://www.stepone.group/Investor-Centre)

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration in setting remuneration policy for future years.

*The Board directors, noting their interest as named KMPs, unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.*

This page is intentionally blank