



Notice of Annual General Meeting

GLOBE INTERNATIONAL LIMITED
ABN 65 007 066 033

Notice is hereby given that the 2022 Annual General Meeting (“AGM” or “Meeting”) of shareholders of GLOBE INTERNATIONAL LIMITED (“the Company”) will be held on Thursday, 27 October 2022 commencing at 1pm AEDT. To enable participation by as many Shareholders as possible, this year’s AGM will be held as a fully virtual meeting. Details on how to participate in the AGM are included in the attached Information for Shareholders. There will not be a physical meeting where shareholders can attend in person.

AGENDA

ORDINARY BUSINESS

1. Financial, Directors’ and Auditor’s Reports

To receive and consider the Financial Report (which includes the financial statements and Directors’ declaration), the Directors’ Report and the Auditor’s Report of the Company for the financial year ended 30 June 2022.

See Explanatory Note 1 below for further information about this item of business.

2. Remuneration Report

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

“That the Company’s Remuneration Report (which is contained in pages 51 to 60 of the 2022 Annual Report) for the financial year ended 30 June 2022 be adopted.”

See Explanatory Note 2 below for further information about this item of business.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if 25% or more of the votes cast on this resolution are against the adoption of the Remuneration Report, the spill resolution in Resolution 4 will be put to shareholders for their consideration and vote.

3. Re-election of Mr Stephen Hill as a director of the Company

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

“That Mr Stephen Hill, who retires by rotation in accordance with article 64 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company”.

See Explanatory Note 3 below for further information about this item of business

4. Spill Resolution (Conditional Resolution)

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

“That subject to and conditional on at least 25% of the votes validly cast on Resolution 2 being cast against the adoption of the Company’s Remuneration Report for the year ended 30 June 2022:

- a) *an extraordinary general meeting of the Company (“Spill Meeting”) be held within 90 days of the passing of this resolution;*
- b) *all of the directors in office when the Directors’ Report for the year ended 30 June 2022 was approved and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

See Explanatory Note 2 and 4 below for further information about this item of business.

Note: This resolution will only be put to Shareholders if at least 25% of the votes validly cast on Resolution 2 (the Remuneration Report) are against that resolution.

By order of the Board

A handwritten signature in black ink, appearing to read 'J.Moelands', written over a horizontal line.

Jessica Moelands
Company Secretary
26 September 2022

INFORMATION FOR SHAREHOLDERS

1. HOW TO PARTICIPATE IN THE AGM

Shareholders and proxyholders are invited to participate in the AGM virtually via our virtual AGM platform at <https://meetings.linkgroup.com/GLBAGM22> by taking the following steps:

- Enter <https://meetings.linkgroup.com/GLBAGM22> to a web browser on your computer or online device.
- Provide your details in order to be verified as a shareholder or proxyholder:
 - Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
 - Proxyholders will need their proxy code which Link Market Services will provide via email within 24 hours prior to the AGM.
- Wait for the meeting to commence.

Further information on how to participate virtually (including how to vote and ask questions online during the AGM) is set out in this Notice and the Virtual Meeting Online Guide, which has been included in this Notice and is also available at <https://globecorporate.com/agm/>. It is recommended that you test access to the online platform on your computer or online device prior to the scheduled commencement of the AGM, and that you log in to the online platform at least 15 minutes prior to the scheduled start time for the AGM.

2. VOTING

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

Resolutions 3 and 4* are ordinary resolutions. Ordinary resolutions require the support of more than 50% of those shareholders voting in person, by proxy, representative or attorney.

*Resolution 4 is conditional on at least 25% of the votes cast on Resolution 2 (Remuneration Report) being cast against the adoption of the Remuneration Report, ie if the Company receives a "second strike". If less than 25% of the votes cast on Resolution 2 are against adopting the Remuneration Report at the 2022 AGM, then there will be no second strike and Resolution 4 will not be put to the vote at the AGM. If Resolution 4 is put to shareholders, it will be considered as an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

All resolutions will be decided on a poll.

Shareholders may vote on resolutions considered at the AGM by either:

- voting online by using the virtual AGM platform; or
- appointing a Proxy

Online voting will be open between the commencement of the AGM at 1pm pm (AEDT) on 27 October 2022 and the time at which the Chair announces voting closure.

More information about online participation in the AGM is available in the Virtual Online Meeting Guide at <https://globecorporate.com/agm/>.

VOTING ENTITLEMENT

The Directors have determined that shareholders will be eligible to vote at the Annual General Meeting if they are registered holders of ordinary shares in the Company as at 7.00pm AEDT, on Tuesday, 25 October 2022.

3. PROXIES

A shareholder who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote at the AGM on their behalf. A proxy need not be a shareholder and can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise any of the powers the body corporate may exercise at general meetings of the Company, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If a shareholder is entitled to cast two or more votes at the AGM, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of the shareholder's votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes.

The proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited by 1pm am/pm AEDT on Tuesday 25 October 2022.

Instructions for completing the proxy form are outlined on the form. The completed proxy form may be returned by:

- a) (preferred) lodging it online at 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;
- b) posting it in the reply-paid envelope provided;
- c) posting it to Globe International Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- d) faxing it to Link Market Services Limited on +61 2 9287 0309;
- e) hand delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW 2000 during business hours of 9.00 am – 5.00 pm subject to public health orders and restrictions.

If a shareholder appointing a proxy directs a proxy 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, the proxy may vote how he/she thinks fit.

The Company's constitution provides that where the appointment of a proxy has not named the proxy or proxies in whose favour it is given, the Chair may either act as proxy or complete the instrument of proxy by inserting the name or names of one or more directors or secretary of the Company.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy 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.

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 resolutions 2 and 4 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Link Market Services will contact proxyholders via email within 24 hours prior to the AGM to provide them with the proxy code that they will need to enter into the virtual AGM platform. Proxyholders are also encouraged to contact Link Market Services on +61 1800 993 363 to obtain their proxy codes prior to the AGM if they have not received it.

4. CORPORATE REPRESENTATIVES

A corporate shareholder may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a certificate appointing the Corporate Representative to be executed in accordance with the Corporations Act. The certificate must be lodged with the Company before the AGM. The Company will retain the certificate.

5. AGM CONSIDERATIONS AND SHAREHOLDER QUESTIONS

A discussion will be held on all items to be considered at the AGM.

All shareholders attending the AGM will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform or orally by using the phone dial-in facility, including an opportunity to ask questions of the Company's external auditor, PricewaterhouseCoopers. Please refer to the attached Virtual Meeting Online Guide for further details.

To ensure an orderly conduct of the AGM, Shareholders are requested to observe the following protocols:

- all shareholder questions should be stated clearly and should be relevant to the business of the AGM, 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 AGM regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM are encouraged to do so.

Written questions must be received by the Company by 5 pm on Thursday, 20 October 2022, and can be submitted by:

- a) completing the enclosed question sheet and returning it in the reply-paid envelope;
- b) email to: investor.relations@globeintltd.com with the subject line of "AGM 2022 questions" and clearly stating the shareholder's full name and address.
- c) posting it to Globe International Limited, 1 Fennell Street, Port Melbourne Vic 3207, Australia marked to the attention of "The Company Secretary" with the subject line of "AGM 2022 questions" and clearly stating the shareholders full name and address.

EXPLANATORY NOTES

1. CONSIDERATION OF FINANCIAL, DIRECTORS' AND AUDITOR'S REPORTS

The Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2022 are included in the 2022 Annual Report. In accordance with legislation, hard copies of the Annual Report have only been sent to those shareholders who have elected to receive one. The Annual Report can be viewed or downloaded online on Globe's website at <https://globecorporate.com/investors/>.

There will be no formal resolution put to the AGM in respect of the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2022 as there is no requirement to do so. However, shareholders will be given a reasonable opportunity at the AGM to comment on and raise questions about the Financial Report, the Directors' Report and the Auditor's Report of the Company. Shareholders will also be able to ask the Company's auditor, PricewaterhouseCoopers, about the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

2. REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires a publicly listed company to put a resolution to shareholders dealing with the remuneration of directors and executives of the Company (Remuneration Report) be put to the vote of shareholders for adoption by way of a non-binding vote.

The Remuneration Report sets out the remuneration policy for the Company and explains the remuneration arrangements in place for its executives and Directors. The Remuneration Report is presented within the Directors' Report on pages 51 to 60 of the Company's 2022 Annual Report and is available to be viewed or downloaded online on Globe's website at <https://globecorporate.com/investors/>

- a) Under the "two strikes rule" in the Corporations Act, if at least 25% of the votes cast on the resolution to adopt the company's remuneration report are against its adoption, the company will receive a "first strike". If in the following year at least 25% of the votes cast on the resolution to adopt the company's remuneration report are again against its adoption, the Company will receive a "second strike" following which the company must hold an extraordinary general meeting ("spill meeting") within 90 days to consider the composition of the Board. All of the directors of the company (who were in office when the relevant remuneration report was approved) will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting.
- b) At the Company's 2021 AGM, the Company received a "first strike" because more than 25% of the votes cast on the resolution to adopt the 2021 Remuneration Report were cast against the resolution. Under the "two strikes rule" in the Corporations Act, if at least 25% of the votes cast on the resolution to adopt the 2022 Remuneration Report are against its adoption, the Company will receive a "second strike" and will be required to put Resolution 4 to shareholders at the AGM. Further information about Resolution 4 is set out in Explanatory Note 4.

Please note that the vote on this item of business is advisory only and does not bind the Directors or the Company. However, there will be an opportunity for shareholders at the meeting to comment on, and ask questions about, the Remuneration Report.

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 directors of the Company strongly recommend that shareholders vote in favour of adopting the 2022 Remuneration Report. By reason of the voting exclusions referred to above, shareholders holding a large number of shares are excluded from voting on this resolution. This means that only a relatively small number of votes is all that is necessary in order for at least 25% of the votes cast on Resolution 2 to be against adopting the 2022 Remuneration Report. The Directors of the Company are particularly concerned that votes may be cast against the 2022 Remuneration Report for reasons that are not directly related to the Company's remuneration strategy.

The Chair of the Meeting intends to vote all undirected proxies **in favour** of this Resolution.

3. RE-ELECTION OF DIRECTOR

Mr Stephen Hill

Mr Stephen Hill, who retires by rotation in accordance with article 64 of the Company's Constitution, is eligible to stand for re-election and is offering himself for re-election as a Director of the Company.

Stephen was appointed a Director of the Company in 1989 and was last re-elected by Shareholders at the 2020 AGM.

Stephen is not considered to be an independent Director as he is an executive and is a substantial shareholder of the Company. However, the Board believes that he brings a wealth of relevant industry experience to the Company, particularly as he is a co-founder of the Company.

Mr Stephen Hill co-founded the Company in 1985, remains a shareholder in the business, and has expertise in the development of growth initiatives, brand development and market positioning strategies for the Company. Stephen is a former skateboarding champion and remains an active skateboarder, snowboarder and surfer.

Prior to submitting himself for re-election, Stephen has confirmed that he will continue to have sufficient time to properly fulfill his duties and responsibilities to the Company.

Board recommendation: The Board believes that Mr Stephen Hill based on his experience and skills listed above, adds significant value to the Board, and other than Mr Stephen Hill, the Directors unanimously recommend that shareholders vote **in favour** of the re-election of Mr Stephen Hill.

4. SPILL RESOLUTION

This resolution will be put to the meeting only if at least 25% of the votes cast on Resolution 2 to adopt the Company's 2022 Remuneration Report are cast 'against' its adoption, as explained in Explanatory Note 2 above.

This resolution is considered to be an ordinary resolution, which means that, to be passed, the resolution requires the approval of more than 50% of the votes cast by or on behalf of shareholders entitled to vote on the matter. If this resolution is put to the meeting and passed, the Company must hold an extraordinary general meeting ("spill meeting") within 90 days of the date of this resolution in order to consider the composition of the Board. All of the directors of the Company (who were in office when the 2022 Directors' Report was approved), namely William Crothers, Peter Hill and Stephen Hill (if re-elected pursuant to resolution 3), will cease to hold office immediately before the end of the spill meeting, but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose election or re-election as directors is approved will be the directors of the Company.

Shareholders should be aware however that in the past, the convening and holding of a spill meeting has resulted in the Company incurring material additional expense, as well as uncertainty, disruption and distraction to senior management's focus on core business operations. **Accordingly in the best interests of shareholders and the Company, to avoid this situation from recurring, the directors of the Company have decided to convene the spill meeting immediately after the conclusion of the 2022 AGM which will be held only in the event that the spill resolution is passed.**

Moreover, shareholders should note that there are no voting exclusions applicable to resolutions appointing directors at the spill meeting. This would mean there is no barrier to the existing major shareholders of the Company exercising their voting rights to reappoint the existing directors of the Company without any changes to the composition of the Board.

The directors of the Company strongly recommend that shareholders **vote against** the spill resolution.

5. VOTING EXCLUSION STATEMENT

A vote must not be cast (in any capacity) on Resolution 2 "Remuneration Report" and Resolution 4 "Spill Resolution" and the Company must disregard all votes cast on resolutions 2 and 4, by or on behalf of a key management person ("KMP") of the Company or any of their closely related parties. For this purpose, a KMP includes a Director of the Company, and a closely related party includes a spouse, dependant and other certain close family members of a KMP, as well as any companies controlled by a KMP.

However, a vote may be cast on resolutions 2 and 4 by a KMP or a closely related party of a KMP if the vote is cast by them as a proxy for a person who is entitled to vote on the resolution, and either:

- a) the person is appointed as a proxy in writing that specifies how the proxy is to vote on the resolution; or
- b) the person is the Chair of the meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution but 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.

The Chair intends to vote all such undirected proxies in favour of the adoption of the Remuneration Report and against the Spill Resolution.

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

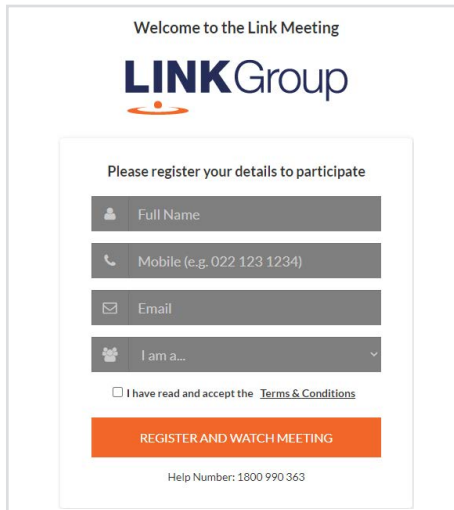
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

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



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/GLBAGM22> for the Annual General Meeting or

<https://meetings.linkgroup.com/GLBGM2022> for the General meeting

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

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

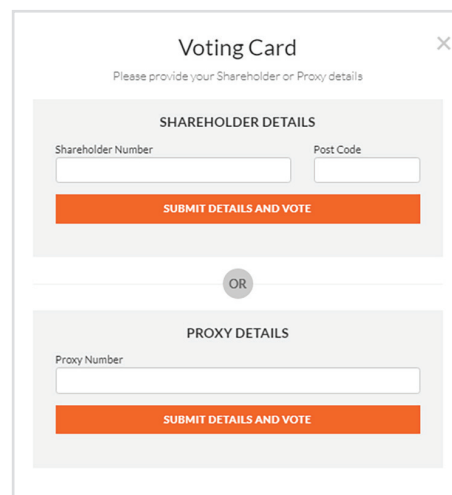
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during 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.

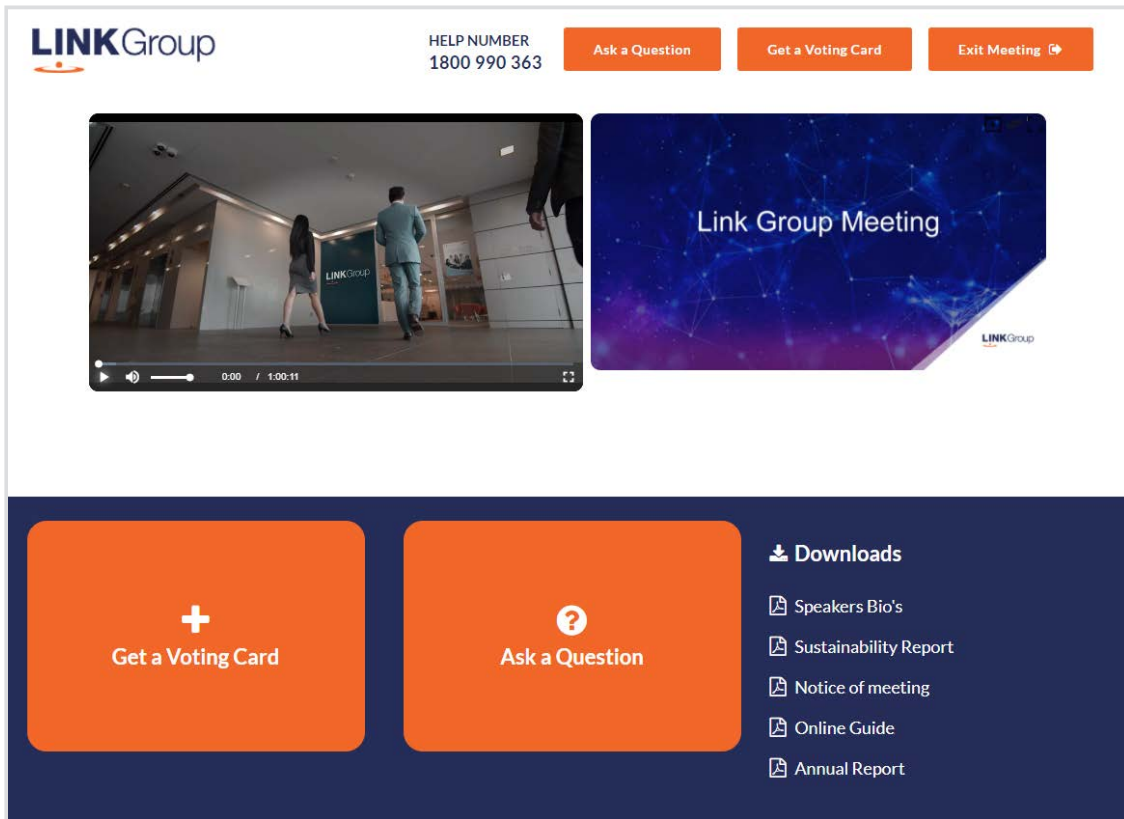


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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

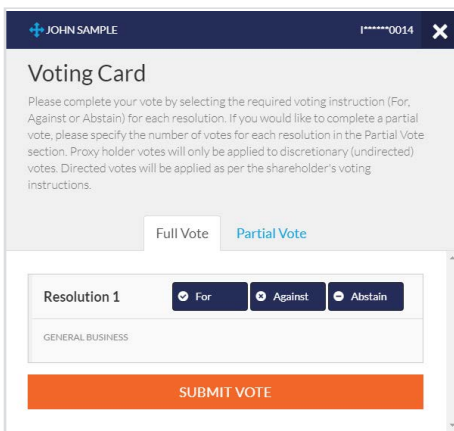
To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

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.

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.

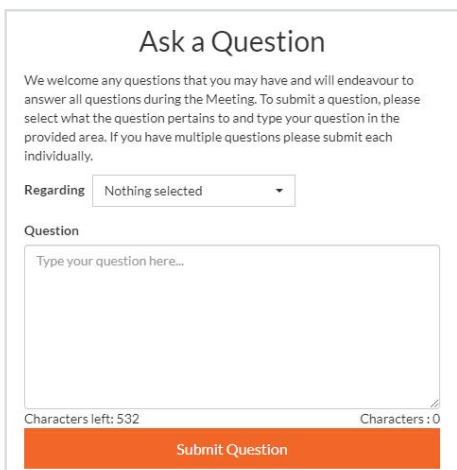
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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



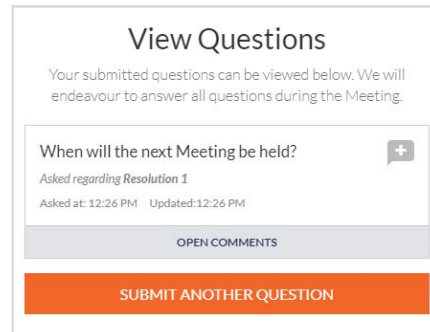
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

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

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.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363, by 5pm (AEDT) on Tuesday, 25 October 2022

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
1800 798 136 (within Australia) or
+61 2 9189 1102 (Outside Australia).

Step 2

You will be greeted with a welcome message and provided with 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 provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you 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 or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au