



Notice of Annual General Meeting

Notice is given that the 2021 Annual General Meeting of Redbubble Ltd (**Company**) will be held on Tuesday 26 October 2021, commencing at 5:00pm Melbourne time (AEDT). The meeting will be conducted using virtual meeting technology of the Company's Share Registry, Link Market Services.

Shareholders may be present virtually and vote via the online platform at <https://agmlive.link/RBL21>.

Further information on how to do this is set out in this Notice of Meeting and the Virtual Meeting Online Guide available on the Redbubble website, which has also been lodged with ASX. The online platform will provide a reasonable opportunity for shareholders to participate, and the meeting will operate on the basis that such participation will constitute shareholders being present at the meeting for all purposes.

Voting on all resolutions will occur by way of poll, and the online platform will enable shareholders to lodge a vote in real time. Further information is detailed on pages 4 and 5 of this notice.

The explanatory statement which accompanies this notice describes the matters to be considered at the AGM.

AGENDA:

- 1. CHAIR'S ADDRESS**
- 2. MANAGEMENT PRESENTATION**
- 3. ORDINARY BUSINESS:**

Financial Statements and Reports:

To receive and consider the Financial Report of the Company (being the audited financial report for the Company and its consolidated entities for the financial year ended 30 June 2021) and the reports of the Directors and the Auditor (Ernst & Young).

The Financial Report can be viewed on the Redbubble Investor Centre website at: shareholders.redbubble.com under the 'Investor Information' tab.



Resolution 1: Remuneration Report

To consider, and if thought fit, pass the following resolution as a non-binding ordinary resolution:
'That the Remuneration Report for the year ended 30 June 2021 be adopted.'

The Remuneration Report can be viewed on the Redbubble Investor Centre website at:
shareholders.redbubble.com under the 'Investor Information' tab.

Resolution 2: Re-election of Ms Jennifer Macdonald as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That, Ms Jennifer Macdonald, who retires in accordance with the Company's Constitution and the ASX Listing Rules and being eligible offers herself for election as a Director of the Company, be elected as a Director of the Company.'

Resolution 3: Re-election of Mr Martin Hosking as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That, Mr Martin Hosking, who retires in accordance with the Company's Constitution and the ASX Listing Rules and being eligible offers himself for election as a Director of the Company, be elected as a Director of the Company.'

Resolution 4: Re-election of Mr Greg Lockwood as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
'That, Mr Greg Lockwood, who retires in accordance with the Company's Constitution and the ASX Listing Rules and being eligible offers himself for election as a Director of the Company, be elected as a Director of the Company.'

SPECIAL BUSINESS:

Resolution 5: Renewal of Proportional Takeover Approval Provisions in Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:
'That, pursuant to section 648G of the Corporations Act 2001 (Cth), the proportional takeover approval provisions in Rule 82 of the Company's Constitution are renewed for a period of three years from the date of this meeting.'

Resolution 6: Alteration of Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:
'That the Company's Constitution be altered as set out in the Appendix to the explanatory statement accompanying this Notice of Meeting, with effect from the close of this meeting.'



Voting exclusions

The Company will disregard any votes cast on the resolutions above by certain persons. Details of the applicable voting exclusions are set out in the 'Voting exclusions' section of the Notes to this notice.

By order of the Board of Directors:

A handwritten signature in black ink, appearing to be 'M Bede', written over a light grey rectangular background.

Martin Bede, Company Secretary

23 September 2021



Notes

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

Eligibility to Vote

The Board has determined that the registered holders of shares at 5.00pm Melbourne time (AEDT) on Sunday 24 October 2021 will be taken to be holders of shares for the purposes of the meeting and accordingly, will be entitled to vote at the meeting.

How to Vote

By Mail: Locked Bag A14 Sydney South NSW 1235

By Fax: +61 2 9287 0309

By Hand: Link Market Services Level 12, 680 George Street SYDNEY, NSW 2000

Online: linkmarketservices.com.au

- Step 1: Select Investor Login from the right hand menu.
- Step 2: Select Redbubble Limited as the Issuer.
- Step 3: Enter your Holder Identifier (which appears under the barcode on the front of your proxy form) and your postcode or Country.
- Step 4: Enter the security code, tick the box to accept the terms and conditions and click "Login"
- Step 5: Select "Voting" from the top menu and follow the prompts to lodge your Proxy.

Voting Methods

How to vote prior to the meeting

Shareholders may lodge a direct vote or appoint a proxy online at www.linkmarketservices.com.au or by submitting a voting form to the share registry. Please note that your votes need to be received by no later than 5.00pm Melbourne time (AEDT) on Sunday 24 October 2021.

Even if you plan to attend the meeting, you are still encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting)



To log in, you will need your holder identifier (SRN or HIN) and postcode.

How to be present virtually and vote at the meeting

Shareholders will have the opportunity to be present virtually via a live webcast and will be able to vote electronically via an online platform (including lodging a vote in real time and asking questions online).

You can access the platform at <https://agmlive.link/RBL21>.

To log in, you will need your holder identifier (SRN or HIN) and postcode.

Voting will be available between the registration open of the meeting at 4.30 pm Melbourne time (AEDT) on Tuesday 26 October 2021 and the closure of voting as announced by the Chair during the meeting.

More information regarding online participation at the meeting including how to vote and ask questions is available in the Virtual Meeting Online Guide. The Guide is available on the Redbubble website and has been lodged with the ASX.

Voting by proxy

Please note that, in accordance with section 249L of the Corporations Act 2001 (*Cth*) (the **Corporations Act**) and Rule 43 of the Company's Constitution:

- a shareholder entitled to attend and vote at a general meeting is entitled to appoint a proxy;
- a proxy need not be a shareholder of the Company; and
- a shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes. Where a shareholder has appointed more than one person as its proxy, representative or attorney, none of the proxies, representatives or attorneys is entitled to vote on a show of hands.

Instructions on how to complete and submit the proxy form (including on-line) are on the reverse of the proxy form attached to this notice.

The Chair intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

Voting by corporate representative

A shareholder or proxy that is a corporation and entitled to attend and vote at a general meeting may appoint an individual to act as its corporate representative to vote at the meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment unless it has previously been provided to the Share Registry (Link Market Services Limited). A form of that certificate may be obtained online at linkmarketservices.com.au. Select 'Investor Services' from the orange menu, then 'Forms' and download the pdf document titled '*Appointment of Corporate Representation*'.



Voting by attorney

Any shareholder may, by properly executed power of attorney, appoint an attorney to act on the shareholder's behalf at a general meeting. An attorney need not themselves be a shareholder. The attorney may be authorised to appoint a proxy for the shareholder granting the power of attorney.

The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

A certified copy of a power of attorney must be lodged with the Share Registry not later than 48 hours before the commencement of the meeting.

Resolutions

Resolutions 1 to 4 are all ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by shareholders entitled to vote on the resolution.

Resolutions 5 and 6 are special resolutions, which means that, to be passed, the item needs the approval of at least 75% of the votes cast by shareholders entitled to vote on the resolution.

Voting exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on one of the resolutions to be considered at the AGM (i.e. Resolution 1). These voting exclusions are described below. No voting exclusions apply in respect of any other resolution.

For the purposes of the voting exclusions below:

- The 'KMP' (or 'key management personnel') are those persons having authority and responsibility for planning, directing and controlling the activities of the consolidated group (the Company and its subsidiaries), either directly or indirectly. This includes all Directors, the Chief Executive Officer and the Chief Financial Officer. The KMP for the consolidated group during the year ended are listed in the Company's 2021 Remuneration Report.
- A closely related party of a KMP member means:
 - a spouse or child of the member; or
 - a child of the member's spouse; or
 - a dependant of the member or of the member's spouse; or



- o anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
or
- o a company the member controls.

Resolution 1: Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast on, resolution 1:

- by or on behalf of a member of the Company's KMP named in the Company's Remuneration Report for the year ended 30 June 2021, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Company's KMP at the time the resolution is voted on at the AGM, or their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person entitled to vote on resolution 1:

- in accordance with a direction in the proxy appointment; or
- by the Chair pursuant to an express authorisation in the proxy appointment to cast the vote even if the resolution is connected directly or indirectly with the remuneration of a member of a KMP member.

The Company will also apply the voting exclusions above to persons appointed as attorney by a shareholder to attend and vote at the AGM under a power of attorney, as if they were appointed as a proxy.

Enquiries

Shareholders are invited to contact Martin Bede, Company Secretary, on +61 (0) 421 450 478 or at martin.bede@redbubble.com if they have any queries in respect of the matters set out in this document.



Explanatory Statement

This explanatory statement has been prepared for the information of shareholders in relation to the business to be conducted at the AGM. The purpose of this explanatory statement is to provide shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the preceding notice. This explanatory statement should be read in conjunction with the preceding notice.

Annual General Meeting

Financial statements and reports

The Company's Constitution provides that the business of an annual general meeting of the Company is to include the receipt and consideration of the accounts and reports required by the Corporations Act to be laid before shareholders at the meeting. The Financial Report for the financial year ended 30 June 2021 ("**Financial Report**") has been previously circulated to shareholders. The Financial Report can be viewed on the Redbubble Investor Centre website at: shareholders.redbubble.com under the '*Investor Information*' tab. There is no requirement for shareholders to approve the Financial Report and no vote will be taken on the Report. However, shareholders attending the AGM will be given a reasonable opportunity to ask the Company and the Auditor questions about, or make comments on, the Financial Report and the management of the Company.

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report for the financial year ended 30 June 2021 ("**Remuneration Report**"). The Remuneration Report can be viewed on the Redbubble Investor Centre website at: shareholders.redbubble.com under the '*Investor Information*' tab.

The Remuneration Report:

- outlines the key developments that impacted on the Company's remuneration strategy during the financial year ended 30 June 2021;
- explains the Board's policies in relation to the objectives and structure of remuneration;
- highlights the links between the Company's performance and the remuneration received by KMP;
- explains the components of remuneration for Directors and KMP, including relevant performance conditions; and
- sets out the remuneration details for the Directors and other KMP.

A reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report will be provided at the AGM. The shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, in accordance with section 250R of the Corporations Act.



Voting exclusions apply in relation to Resolution 1 - described in the notes relating to voting on page 7.

Board recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and, that each Director (or any closely related party of a Director) is excluded from voting their shares on the resolution (as described in the 'Voting exclusions' section of the Notes to the notice), the Directors unanimously recommend that shareholders vote in favour of the adoption of the Remuneration Report.

Resolution 2: Re-election of Ms Jennifer Macdonald as a Director

Rule 50(a) of the Company's Constitution provides that a Director may not hold office for a continuous period in excess of three years or past the conclusion of the third annual general meeting following the Director's last election or re-election, whichever is the longer, without submitting for re-election by the company. Ms Jennifer Macdonald was elected at the Company's 2018 AGM and, being eligible, now stands for election at the meeting.

Brief biographical details for Ms Macdonald follow:

Ms Jennifer Macdonald

Jenny Macdonald brings extensive expertise in corporate finance, accounting, and auditing, coupled with a strong focus on and understanding of market trends, customer and consumer behaviour. She has a proven track record in developing and implementing strategy with a focus on risk management, growth, and value creation. Jenny spent her executive career in customer-facing organisations primarily in technology, retail, travel services and manufacturing, where she was responsible for strategic turnaround and digital transformation. Her last executive role was CFO and interim CEO at Helloworld Limited, where she oversaw the merger with AOT Group to create the second-largest integrated travel distribution business in Australia and New Zealand. Prior to that, Jenny was the CFO and General Manager International of the REA Group, with responsibility for the financial growth strategy and execution for operations in South East Asia and parts of Europe, having delivered record revenue and net profit for the company.

Board recommendation

The Directors recommend (with Ms Macdonald abstaining) that shareholders vote in favour of resolution 2.



Resolution 3: Re-election of Mr Martin Hosking as a Director

Rule 50(a) of the Company's Constitution provides that a Director may not hold office for a continuous period in excess of three years or past the conclusion of the third annual general meeting following the Director's last election or re-election, whichever is the longer, without submitting for re-election by the company. Mr Martin Hosking was re-elected at the Company's 2018 AGM and, being eligible, now stands for election at the meeting.

Brief biographical details for Mr Hosking follow:

Mr Martin Hosking

Martin Hosking is a co-founder of Redbubble. He first became the CEO and Managing Director in July 2010. Martin resigned from executive duties and commenced as a Non-executive Director on 1 October 2018. Martin was then re-appointed CEO and Managing Director on 18 February 2020, before resuming as a Non-executive Director upon Michael Ilczynski's appointment as CEO on 27 January 2021. Martin has spent over 20 years scaling Australian technology companies. Previously, Martin was the chair of Aconex, a SaaS provider to construction firms, and Southern Innovation, a digital pulse processing solution. He was instrumental in the development and subsequent listing on the NASDAQ of search company, LookSmart. Martin started his career as a diplomat with the Australian Department of Foreign Affairs and Trade before joining McKinsey & Company, serving clients focusing on emerging technologies. Martin has a Bachelor of Arts (Hons – First class) degree from the University of Melbourne and an MBA (with distinction) from Melbourne Business School, where he has also lectured. Martin is a graduate of the Australian Institute of Company Directors.

Board recommendation

The Directors recommend (with Mr Hosking abstaining) that shareholders vote in favour of resolution 3.

Resolution 4: Re-election of Mr Greg Lockwood as a Director

Rule 50(a) of the Company's Constitution provides that a Director may not hold office for a continuous period in excess of three years or past the conclusion of the third annual general meeting following the Director's last election or re-election, whichever is the longer, without submitting for re-election by the company. Mr Greg Lockwood was re-elected at the Company's 2018 AGM and, being eligible, now stands for election at the meeting.

Brief biographical details for Mr Lockwood follow:



Mr Greg Lockwood

Greg Lockwood was appointed as a Non-executive Director with effect from June 2015. Greg is a partner of Piton Capital, which is a shareholder in Redbubble. In 1999, Greg founded UBS Capital's early stage venture investing activities in Europe. Subsequently, he co-founded Piton Capital, the London-based venture capital fund specialising in marketplaces and business models with network effects. Prior to his venture capital activities, Greg worked in telecommunications corporate finance with UBS in London and Zurich and held operating roles in classified media publishing in Toronto. Greg has an Honours Business degree from the University of Western Ontario, and a Master's degree in management from the Kellogg Graduate School of Management.

Board recommendation

The Directors recommend (with Mr Lockwood abstaining) that shareholders vote in favour of resolution 4.

Resolution 5: Renewal Of Proportional Takeover Approval Provisions In Constitution

Background

The Corporations Act permits a company to include in its constitution provisions prohibiting the registration of a transfer of securities resulting from a proportional takeover bid, unless the relevant holders of the securities in a meeting approve the bid.

It is a requirement of the Corporations Act that such provisions in a company's constitution apply for a maximum period of three years, unless earlier renewed.

In the case of the Company, the Constitution was adopted by shareholders in 2016 and the proportional takeover bid approval provisions (existing Rule 82 of the Constitution) have not since been renewed and have ceased to apply.

The Directors consider that it is in the best interests of shareholders to renew these provisions in their existing form. Accordingly, a special resolution is being put to shareholders under section 648G of the Corporations Act to renew Rule 82 of the Constitution.

If renewed by shareholders at the meeting, Rule 82 will operate for three years from the date of the meeting (ie, until 25 October 2024), subject to further renewal.



Effect of provisions

The effect of Rule 82 of the Constitution, as renewed, will be that where a proportional takeover bid is made for securities in the Company (ie, a bid is made for a specified proportion, but not all, of each holder's bid class securities), the Directors must convene a meeting of holders of the relevant securities to vote on a resolution to approve that bid. The meeting must be held, and the resolution voted on, at least 15 days before the offer period under the bid ends.

To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that, if the meeting is not held within the time required, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of securities resulting from acceptance of an offer under that bid will be permitted, and the transfers registered, subject to the Corporations Act and the Constitution of the Company.

If the resolution is rejected, the registration of any transfer of shares resulting from an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Rule 82 of the Constitution, as renewed, will not apply to full takeover bids.

Reasons for proposing the resolution

The Board considers that shareholders should have the opportunity to vote on a proposed proportional takeover bid.

In the absence of Rule 82 of the Constitution, as renewed, a proportional takeover bid for the Company may enable effective control of the Company to be acquired by a person who has not offered to acquire 100% of the Company's shares (and, therefore, has not offered to pay a 'control premium' that reflects 100% ownership).

As a result, if a proportional takeover bid for the Company is made:

- shareholders may not have the opportunity to dispose of all their shares; and
- shareholders risk becoming part of a minority interest in the Company or suffering loss following such a change of control if the market price of the Company's shares decreases or the Company's shares become less attractive and, accordingly, more difficult to sell.

If Rule 82 of the Constitution is renewed, the Board considers that this risk will be minimised by enabling shareholders to decide whether a proportional takeover bid should be permitted to proceed.



Present acquisition proposals

At the date of this notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of proportional takeover approval provisions

The Corporations Act requires these Explanatory Notes to discuss retrospectively the advantages and disadvantages, for directors and members, of the proportional takeover provision proposed to be renewed.

While the proportional takeover approval provisions have been in effect, there have been no takeover bids for the Company, either proportional or otherwise.

Consequently, there are no actual examples against which to review the advantages or disadvantages of the existing proportional takeover approval provisions contained in Rule 82 of the Constitution. The Directors are not aware of any potential takeover bid which was discouraged by Rule 82 of the Constitution.

Potential advantages and disadvantages

In addition to a retrospective discussion of the provisions proposed to be renewed, the Corporations Act also requires these Explanatory Notes to discuss the potential future advantages and disadvantages of the proposed rule for both directors and members.

The Directors consider that there are no such advantages or disadvantages for them as they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

For members, the potential advantages of Rule 82 of the Constitution, as renewed, are that they will provide all relevant holders with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a proportional takeover bid should be approved. This affords the relevant holders of shares an opportunity to have a say in the future ownership and control of the Company and help the members to avoid being locked into a minority. The Directors believe this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of the relevant holders of shares. It may also discourage the making of a proportional takeover bid that might be considered opportunistic. Finally, knowing the view of a majority of the relevant holders of shares may help each individual holder to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

On the other hand, a potential disadvantage for members arising from Rule 82 of the Constitution, if renewed, is that proportional takeover bids may be discouraged by the further procedural steps that the rule will entail and, accordingly, this may reduce any takeover speculation element in the price of the Company's securities. Shareholders may be denied an opportunity to sell a portion of their



securities at an attractive price where the majority rejects an offer from persons seeking control of the Company.

These advantages and disadvantages of Rule 82 have been applicable during the period that the rule was in effect. It should be noted that during the period that Rule 82 was in effect, no takeover bid for securities in the Company (whether proportional or otherwise) has been announced or made.

Board recommendation

The Directors unanimously recommend that shareholders vote in favour of resolution 5.

Resolution 6: Alteration of Constitution

It is proposed that the Company's Constitution be amended to reflect changes in law, regulation and market practice since the Constitution was last updated in 2016. The proposed amendments are set out in the Appendix to this explanatory statement.

The key change proposed is to allow the Company to hold general meetings using virtual meeting technology.

The Treasury Laws Amendment (Measures for Consultation) Bill 2021: Use of technology for meetings and related amendments (Bill) was introduced earlier this year to, among other things, allow companies to use technology to hold hybrid meetings (a physical meeting linked with technology that allows for remote participation) and, if expressly permitted by a company's constitution, virtual meetings (a meeting where all members participate using virtual meeting technology).

As at the date of this notice, the Bill has yet to be approved by the parliament. However, temporary amendments have been made to the Corporations Act enabling companies to hold hybrid or virtual meetings and the Board anticipates that these will eventually become permanent.

The proposed amendments to Rule 30 (and consequential updates to the definition of 'Shareholder Present') will permit the Company to hold shareholder meetings as virtual meetings using virtual meeting technology (or as hybrid meeting, as already permitted under the current Constitution), provided that shareholders as a whole are given a reasonable opportunity to participate in the meeting.

If the Board elects to use virtual meeting technology for a general meeting, the Board will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.



The Directors consider that having the flexibility to hold meetings as hybrid or virtual meetings will improve investor engagement and facilitate continued investor engagement during circumstances where restrictions may prohibit investors from attending meetings in person.

In the course of undertaking its review of the Constitution, the Board has also identified a limited number of minor and technical matters that would benefit from amendment. These proposed amendments are summarised below.

- **(Rule 9(a) – updating the number of joint holders that may be registered from three to four)** Currently, Rule 9(a) states that the Company is not bound to register more than three persons as the holders of shares. In April 2021, ASX announced the replacement of the existing CHES clearing system with CHES Replacement which, broadly speaking, seeks to provide issuers and investors with greater control over, and enhanced confidence in, market activities through timely, secure and simplified access to the register of holders (for issuers), financial assets (for investors) and associated information. The change to Rule 9(a) from three to four joint holders has been proposed to address that CHES Replacement will allow up to four joint holders of a security. CHES Replacement is scheduled for implementation in April 2023.
- **(Rule 28 – updating provisions relating to restricted securities)** On 1 December 2019, a suite of ASX Listing Rule changes came into effect, including changes to ASX Listing Rule 15.12, which deals with restricted securities. The proposed amendments to Rule 28 reflect the provisions required to be included in an entity's constitution by ASX Listing Rule 15.12. Restricted securities include categories of securities that ordinarily are subject to ASX's mandatory escrow requirements by reference to the circumstances in which they were issued. For instance, securities may be restricted securities if they were issued to a related party, promoter, seed capitalist, vendor or professional adviser or consultant for cash, the sale of classified assets, services rendered, an issue under an employee incentive scheme or some other type of consideration. ASX also has discretion to designate other securities as restricted securities.
- **(Rule 76 – updating the notices provision to facilitate the use of electronic offer documents for offers to shareholders)** Under the existing Constitution and the law, it is not clear whether offer documents which are required to be sent to shareholders (for instance, in connection with entitlement offers and share purchase plans) can be sent to shareholders other than in hard copy via the post. The proposed changes to Rule 76 will enable offer documents to be sent electronically to shareholders where the shareholder has elected to receive notices by email, and will also enable the Company to notify shareholders via their preferred method of communication (i.e. hard copy or email) that an offer document is available for them to access electronically. By transitioning to electronic offer documents, these measures will assist the Company to reduce its carbon footprint and save on printing and postage costs, and will enable offer documents to be provided to shareholders quicker than if sent in hard copy via post.



Board recommendation

The Directors unanimously recommend that shareholders vote in favour of resolution 6.



Appendix – Alterations to the Company's Constitution

It is proposed that the Company's Constitution be altered by:

- (a) in Rule 1, amending the definition of 'Shareholders Present' to read as follows:

'Shareholder Present' means, in connection with a general meeting, a shareholder present at the venue or venues for the meeting, in person or by proxy, by attorney or, where the shareholder is a body corporate, by representative (and, for the avoidance of doubt, includes any of those persons attending a general meeting using virtual meeting technology approved by the Directors in accordance with this Constitution).';

- (b) in Rule 9(a), replacing the word 'three' with 'four';

- (c) replacing the text of Rule 28 with the following;

(a) If, at any time, any of the share capital of the Company is classified by the ASX as 'restricted securities', then despite any other provision of this Constitution, the following rules apply.

(b) In this Rule 28 unless the context requires otherwise:

- (i) **dispose** has the meaning given in the Listing Rules;
- (ii) **Escrow Period** means, in relation to Restricted Securities, the escrow period applicable to those Restricted Securities under the Listing Rules;
- (iii) **Restricted Securities** has the meaning given in the Listing Rules; and
- (iv) **Restriction Agreement** means, in relation to Restricted Securities, a restriction agreement applicable to those Restricted Securities, in a form set out in the Listing Rules or otherwise approved by the ASX.

(c) A holder of Restricted Securities must not dispose of, or agree or offer to dispose of, those Restricted Securities during the Escrow Period except as permitted by the Listing Rules or the ASX.

(d) If the Restricted Securities are in the same class as quoted securities, the holder of the Restricted Securities will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the Escrow Period.

(e) The Company must refuse to acknowledge a disposal (including registering a transfer) of Restricted Securities during the Escrow Period except as permitted by the Listing Rules or the ASX.



- (f) A holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the Escrow Period except as permitted by the Listing Rules or the ASX.
- (g) If a holder of Restricted Securities breaches a Restriction Agreement or a provision of this Constitution restricting a disposal of those Restricted Securities, the holder of those Restricted Securities will not be entitled to any Dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.;

- (d) replacing the text of Rule 30 with the following;

'By a resolution of the Board, the Board may call a general meeting of the company to be held at the time and:

- (a) at one or more physical venues;
- (b) at one or more physical venues and using virtual meeting technology; or
- (c) using virtual meeting technology only,

(provided that, in each case, shareholders as a whole are given a reasonable opportunity to participate in the meeting), and otherwise in the manner determined by the Board. No shareholder may convene a general meeting of the Company except where entitled to do so under the Corporations Act. By resolution of the Board any general meeting may be cancelled or postponed prior to the date on which it is to be held, except where the cancellation or postponement would be contrary to the Corporations Act. The Board may give notice of cancellation or postponement as it thinks fit but any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. If the Board elects to use virtual meeting technology for a general meeting of the Company, the Board will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.;

- (e) inserting a new paragraph (h) at the end of Rule 76 as follows:

'(h) This Rule 76 applies to any notice given under this Constitution, the Corporations Act, the Listing Rules and any other notice that the Company is required to, or may elect to, give to any Security holder, including:



- (i) any notice or document that comprises or includes an offer of securities to any Security holder; and
- (ii) any notice or document that includes an offer for, or in respect of or in relation to, any securities held by any Security holder.¹.



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Redbubble 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
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

VOTING FORM

I/We being a member(s) of Redbubble Limited (the **Company**) and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **5:00pm (AEDT) on Tuesday, 26 October 2021**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR **B** 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

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 **5:00pm (AEDT) on Tuesday, 26 October 2021** (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/RBL21> (refer to details in the Virtual Meeting Online Guide).

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

STEP 2

Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Re-election of Mr Greg Lockwood as a Director	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Jennifer Macdonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Renewal of Proportional Takeover Approval Provisions in Constitution	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Martin Hosking as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Alteration of Constitution	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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 VOTING 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.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman 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 CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting 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 Voting 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:

- (a) on each of the first Voting Form and the second Voting 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
- (b) 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 registrars@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.

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 **5:00pm (AEDT) on Sunday, 24 October 2021**, 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

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



BY MAIL

Redbubble 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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

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 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

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/RBL21>

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 audio 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.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

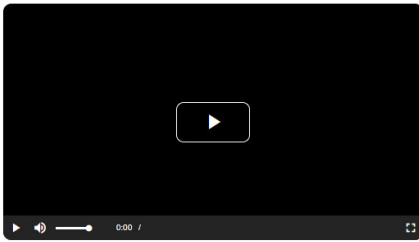
SUBMIT DETAILS AND VOTE

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

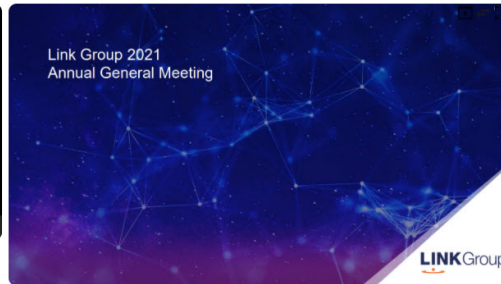
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
Resolution 2C	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			

SUBMIT 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.

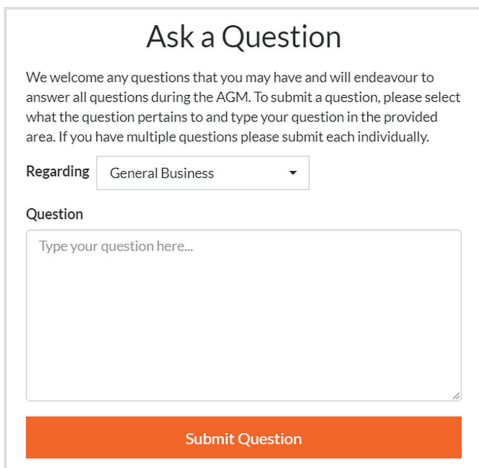
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only securityholders 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.



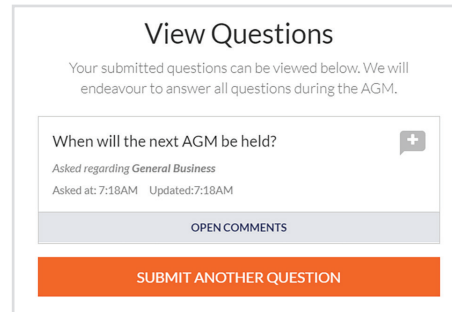
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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 of your holding/s (Registered Name & SRN/HIN number)
- 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:
Conference Call Number: 1800 718 570
International Number: +61 2 9189 2030

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 securityholder 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 each resolution, you will be asked to **press *1 (asterisk 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 a specific resolution (by referencing the Resolution number).

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1 (asterisk 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 3

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

Contact us

Australia

T +61 1800 990 363
E info@linkmarketservices.com.au