Proxy Form

Clifroy Limited
A.B.N. 31 114 604 358

All correspondence to:
Clifroy Limited
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Clifton Hill VIC 3068
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Registered Office: 101 Queens Parade
Clifton Hill VIC 3068

<Name shareholder>
<Address>
<Address>
<Suburb, State Postcode>

☐ Please mark this box with an **'X'** if you have made any changes to your address details (see reverse)

Appointment of proxy

I/We being a shareholder/s of **Clifroy Limited** ('the company') and entitled to attend and vote at the 2024 Annual General Meeting (AGM) to be held at **Streat Cromwell Cafe, 66 Cromwell Street, Collingwood VIC 3066** on **11 November 2026** at **6.00pm** appoint:

☐ The Chair of the meeting (please mark this box with an 'X')

OR

[ ] (Please write the name or position/office of the person or the name of the body corporate that you are appointing as proxy)

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions or, if the proxy is left open and to the extent permitted by law, to vote as the proxy chooses at the AGM and, if the meeting is adjourned, when the meeting has been reconvened for business.

Chair to vote open proxies in favour: I/We acknowledge that the Chair of the meeting intends to vote all available open proxies in favour of all items of business.

If you wish to direct your proxy how to vote, please mark your direction in the next section of this form.

VOTING DIRECTIONS TO YOUR PROXY (Please mark with 'X' to indicate your directions)

Ordinary Business	**Accept**	**Decline**	**Abstain***
Item 1. Receipt of Financial Report, Director's Report and Auditor's Report			
Item 2.1 Re-election of **Sean Rooney** as a Director			
Item 2.2. Re-election of **Peter Hille** as a director			
Item 3 Approval of Mission Statement to support Clifroys application for Social Enterprise Certification			

When completing this proxy form, please note that:

- you should indicate an **'X'** in only one box for each for each item of business;
- if the Chair of the meeting is your proxy and you do not mark any of the boxes opposite Item 2, you are directing the Chair to vote in favour of the resolution on item 2 (Remuneration Report). Otherwise, if your proxy is left open for an item of business, your proxy is able to vote as they choose or to abstain from voting on that item, subject to any voting restrictions that may apply to your proxy (further details are provided on the next page). As noted above, the Chair intends to vote all available proxies in favour of each resolution;
- if you mark the "abstain" box for an item of business, you are directing your proxy not to vote on that item, and
- abstentions will not be counted in calculating the required majority on a poll.

SIGNING OF PROXY FORM

This section MUST be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Proxy Form

HOW TO COMPLETE YOUR PROXY FORM

1. Appointment of Proxy – General Information

A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf.

Shareholders should note that:

- all shareholders have the right to appoint a proxy
- a proxy does not have to be a shareholder of **Clifroy Limited** and
- a proxy may be an individual or a body corporate

If you wish to appoint the Chair of the meeting as your proxy, please mark the box with an **'X'** to show this appointment. If you wish to appoint another individual as your proxy, please write the name of that person or the person's position or office.

If you wish to appoint a body corporate as you proxy, please write the body corporate's name.

If the appointed proxy (other than the Chair of the meeting) is not in attendance at the meeting, the Chair of the meeting will act as your proxy.

If you have not nominated a proxy, the Chair of the meeting will act as your proxy.

2. 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 mark the box and make the correction on the form. Please note, you cannot change ownership of your shares using this form.

3. Appointment of a proxy

A shareholder entitled to attend and vote at the meeting may appoint one proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

4. Identity of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

5. Voting instructions

You are encouraged to direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on a given item, 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.

6. Signing of proxy form

A proxy appointment is only valid if the proxy form has been signed by the shareholder(s) making the appointment(s). The following rules apply in relation to the signing of proxy forms for joint holdings, proxy forms signed under power of attorney, and proxy forms signed by corporate shareholders:

Individual

If the holding is in one name, the individual shareholder must sign.

Joint holding

If you hold your shares jointly, all shareholders should sign the proxy form. A proxy form signed by the shareholder whose name appears first in the register, but not by the other joint holder(s), will also be accepted as valid.

Power of Attorney

If a proxy form is signed under a power of attorney, you must lodge the original or certified copy of the power of attorney with your proxy form, unless you have previously lodged one of these documents with the company.

Corporate shareholders

Proxy forms for corporate shareholders should be signed in accordance with your company's constitution or the *Corporations Act.* If a representative of the company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the meeting.

Lodgement of your proxy form (related documents)

A proxy appointment for the 2026 Annual General Meeting to be held at **6.00pm** at **Streat Cromwell Cafe, 66 Cromwell Street, Collingwood VIC 3066** on **11 November 2025.** This proxy form (and any Power of Attorney under which it is signed) must be received by the company not later than **5.00pm** on **6 November 2025** before the meeting.

Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in any of the following ways:

Post or hand delivery

To the company's registered office at 101 Queens Parade Clifton Hill VIC 3068

Electronic lodgement

Email to Sean Rooney, Company Secretary - **smrooney1968@hotmail.com**