



NOTICE OF
ANNUAL GENERAL
MEETING
2021

Adore Beauty Group Limited
ACN 636 138 988

ADOREBEAUTY

11 October 2021

Dear Shareholder,

On behalf of the Board of Adore Beauty Group Limited (**Adore Beauty**), I am pleased to invite you to attend the 2021 Annual General Meeting (**AGM**) of Adore Beauty, our first shareholder meeting as a listed company. Enclosed is the Notice of Meeting setting out the business of the AGM.

Adore Beauty's 2021 AGM will be held on Friday, 12 November 2021 commencing at 1.00pm (AEDT).

Adore Beauty continues to monitor the ongoing risks from the COVID-19 outbreak. In the interests of the health and safety of shareholders, our people and other potential attendees and given the uncertainty regarding the rules which may be in place at the time of the meeting relating to in-person gatherings, the Board has decided to hold this year's meeting as an online (virtual) meeting.

Our virtual AGM will provide you with similar opportunities online as you would have attending a meeting in person. You will be able to view presentations, as well as vote and ask questions or make comments live during the meeting. A dial-in teleconference will also be available to shareholders.

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

The Virtual Meeting Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The Virtual Meeting Online Guide will be released to the ASX and is also available on our website at (<https://www.adorebeautygroup.com.au/investor-centre/>).

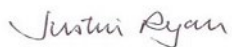
I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and would recommend you lodge a directed Proxy Form in advance of the AGM by following the instructions on the Proxy Form.

Chief Executive Officer, Tennealle O'Shannessy and I will comment briefly on the performance of Adore Beauty during the year ended 30 June 2021 at the meeting. For further information please also refer to the 2021 Annual Report, which is available on the Adore Beauty website (<https://www.adorebeautygroup.com.au/investor-centre/>).

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Adore Beauty unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of Adore Beauty and I look forward to your online attendance at the AGM.

Yours sincerely,



Justin Ryan

Chair

ADORE BEAUTY GROUP LIMITED
ACN 636 138 988

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting (**AGM** or **Meeting**) of shareholders of Adore Beauty Group Limited (**Adore Beauty** or **Company**) will be held:

Date: **Friday, 12 November 2021**

Time: **1.00pm (AEDT)**

Venue: **<https://agmlive.link/ABY21>**

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

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

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

The Virtual Meeting Online Platform provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The Online Platform Guide will be released to the ASX and is also available on our website at (<https://www.adorebeautygroup.com.au/investor-centre/>).

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their security holder number along with their postcode.

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

Shareholders will need to contact Link Group on +61 1800 990 363 prior to the Meeting to obtain a personalised PIN number in order to ask a question via the telephone.

CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2021.

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2021 on the Company's website at (<https://www.adorebeautygroup.com.au/investor-centre/>).

Shareholders are not required to vote on this item.

QUESTIONS AND COMMENTS

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

The Company's Auditor, Grant Thornton, will attend the Meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

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

ITEMS FOR APPROVAL

Resolution 1. Re-election of Director – James Height

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

“That James Height, who retires in accordance with clause 6.2(c) of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”

Resolution 2. Remuneration Report

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

“That, the Company’s Remuneration Report for the financial year ended 30 June 2021, be adopted.”

The Remuneration Report is contained in the 2021 Annual Report (available at (<https://www.adorebeautygroup.com.au/investor-centre/>)). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

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

- a. a member of the key management personnel (**KMP**) whose remuneration details are included in the 2021 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

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

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

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

In addition and in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 2 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

BY ORDER OF THE BOARD

Stephanie Carroll

Chief Financial Officer and Company Secretary

11 October 2021

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (AEDT) on Wednesday 10 November 2021 will be entitled to attend and vote at the AGM as a shareholder.

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

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy to attend and act on your behalf at the 2021 AGM. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received by the Share Registry of the Company no later than 1:00pm (AEDT) on Wednesday 10 November 2021. Proxies must be received before that time by one of the following methods:

Online: www.linkmarketservices.com.au
(preferred method)

By post: Adore Beauty Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: +61 2 9287 0303

By delivery in person: Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

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

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

Undirected proxies

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

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 1:00pm (AEDT) on Wednesday 10 November 2021.

Corporate Representatives

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

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

Appointed body corporate representatives will need to provide a signed "Appointment of Corporate Representative" form to Link Group no later than 1:00pm (AEDT), Wednesday, 10 November 2021, unless it has been previously provided. The form can be obtained online at linkmarketservices.com.au.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

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

SHAREHOLDER QUESTIONS – SUBMITTED PRIOR TO THE MEETING

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so.

Please log onto www.linkmarketservices.com.au and select Voting then click 'Ask a Question'. To allow time to collate questions and prepare answers, please submit any questions by 5 November 2021.

Questions will be collated and during the AGM the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

CONDUCT OF MEETING

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

Adore Beauty will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting.

The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

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

PARTICIPATION IN THE AGM

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

- **Online:** shareholders and proxyholders are encouraged to participate in the AGM online, which will allow them to view presentations, ask questions in writing and vote.
- **Teleconference:** for shareholders and proxyholders who are unable or do not wish to access the meeting online, this will allow them to listen to the Meeting live and ask questions on the telephone, but not vote. Shareholders will need to contact Link Group to pre-register.

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

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Adore Beauty's share registry's website at www.linkmarketservices.com to ensure the timely and cost effective receipt of your proxy;
- an AGM Question Form to be completed if you would like a specific question to be addressed by the Chair or Grant Thornton (our external auditor) at the AGM; and
- a reply paid envelope for you to return either or both the proxy form and AGM Question Form.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Friday, 12 November 2021.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

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

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

Resolution 1. Re-Election of Director – James Height

James Height was appointed as a Director of the Company on 30 September 2019.

In accordance with clause 6.2(c) of the Constitution, James Height retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

If shareholders do not approve the election of James Height, then James Height will cease to be a Director at the conclusion of the Meeting.

James is a co-founder of Adore Beauty and was joint CEO from the Company's inception in 2000 until 2018, and then sole CEO between 2018 and August 2020.

James is currently an Executive Director of the Company and the Chief Data Officer at Adore Beauty.

James brings a deep understanding of the Company's operational and marketing capabilities and has been jointly responsible for the Group's strategy.

James holds a Bachelor of Arts, Bachelor of Laws and a Master of Business Management from Monash University.

The Board strongly supports the re-election of James Height as he will contribute to the Board with significant experience in Adore Beauty's operations and management and has extensive experience in the industry in which the Company operates.

For the reasons set out above, the Directors, with James Height abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.

Resolution 2. Remuneration Report

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

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Adore Beauty's website at (<https://www.adorebeautygroup.com.au/investor-centre/>).

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 2.

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