

ASX Announcement**19th October 2023****Notice of Annual General Meeting**

Jayride Group Limited (ASX:JAY) (“**Jayride**” or the “**Company**”) the world leading online travel marketplace for airport transfers today advises that its Annual General Meeting for 2023 will be held on Thursday, 23 November 2023 at 9.00am (Sydney, AEDT) virtually via the Computershare Meeting Platform.

Annexed to this announcement is the Notice of Meeting being dispatched to shareholders and a sample proxy form and mailpack.

For more information please contact**Sonny Didugu**

Company Secretary

Email: corporate@jayride.com

ASX release authorised by Sonny Didugu, Company Secretary, Jayride Group Limited.



Jayride Group Limited

ACN 155 285 528

**Notice of Annual General Meeting
Thursday, 23 November 2023 at
9.00am (Sydney)**

**Online:
Computershare Meeting Platform**

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

Notice of the Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting of Jayride Group Limited (the **Company** or **Jayride**) is to be held at 9.00am (Sydney) on Thursday, 23 November 2023 online via the Computershare Meeting Platform.

Clause 15.5 of the Company's Constitution permits general meetings to be held virtually.

Shareholders can access the Computershare Meeting Platform to attend the meeting virtually at <https://meetnow.global/MQFTNWD>. Further instructions on how to attend the AGM online are attached to this Notice. The Computershare Meeting Platform enables shareholders to watch the meeting live, including any presentation materials, vote online during the meeting, and to put questions to the meeting. Voting on all resolutions will be conducted by poll.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at corporate@jayride.com.

Ordinary Business

Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2023.

1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

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

"That the Directors' Remuneration Report for the year ended 30 June 2023 be and is hereby adopted for the purposes of the Corporations Act 2001(Cth)".

NOTE: The Remuneration Report commences on page 9 of the 2023 Annual Report.

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel;
- b) Closely Related Parties of Key Management Personnel; and
- c) as a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party

However, the Company need not disregard a vote if it is:

- a) Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above; or
- b) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above.

Election of Directors

2. Resolution 2: Ordinary Resolution to elect Tzipi Avioz as a Director

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

"That, Tzipi Avioz, retiring in accordance with Clause 20.2 of the Company's Constitution be elected as a director of the Company".

Note: The qualifications and experience of Tzipi Avioz is provided in the 2023 Annual Report tabled at this Annual General Meeting.

3. Resolution 3: Ordinary Resolution to elect Rod Bishop as a Director

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

“That, Rod Bishop, retiring in accordance with Clause 20.7 of the Company’s Constitution be elected as a director of the Company”.

Note: The qualifications and experience of Rod Bishop is provided in the 2023 Annual Report tabled at this Annual General Meeting.

Ratification of Prior Issues

4. Resolution 4: Ordinary Resolution to ratify December 2022 Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 24,235,294 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who participated in the share issue; or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5: Ordinary Resolution to ratify September 2023 Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 6,153,848 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who participated in the share issue; or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Employee Incentive Schemes

6. Resolution 6: Ordinary Resolution to Approve Employee Option Plan

To consider and if thought fit, pass the following as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.2 Exception 13, and for all other purposes, the Company approves and adopts the Jayride Employee Option Plan and approves the issue of securities under that scheme on the terms and conditions set out in the Jayride Employee Option Plan as summarised in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who is eligible to participate in the employee incentive scheme.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Additional Placement Capacity

7. Resolution 7: Special Resolution to Approve Additional 10% Placement Capacity

To consider and if thought fit, pass the following as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement”.

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



JAYRIDE

Jayride Group Limited
ACN 155 285 528

Other Business

To transact any other business which may be legally brought before a General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

On behalf of the Board,

Sonny Didugu
Company Secretary
18 October 2023

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of Jayride Group Limited (ASX: JAY) (**Jayride** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact Jayride or seek advice from your professional advisors.

Financial Statements and Reports

Financial Statements and Reports – Financial Year Ended 30 June 2023

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2023.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2023 Annual Report on the Company's website: www.jayride.com/investors.

Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2023 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including the Managing Director.

If the Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's 2024 Remuneration Report will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. There has not been a 'No' vote of more than 25% in any past years.



Directors Recommendation

The Directors do not make a recommendation in respect of Resolution 1, however the Chairman will vote all undirected proxies in favour of this Resolution.

Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2023 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

Election of Directors

Resolutions 2 and 3: Re-election of Tzipi Avioz and Rod Bishop as directors

Clause 20.1 of the Company's Constitution requires that at least one director must stand for re-election at every Annual General Meeting excepting the Managing Director. Tzipi Avioz, a non-executive director of the Company has accordingly been chosen to stand for re-election at this Annual General Meeting.

Pursuant to Clause 20.6 of the Company's Constitution, the Managing Director is exempted from the requirements to retire and stand for re-election at Annual General Meetings. Notwithstanding that Rod Bishop is presently the Managing Director, given the prior announced intention to appoint a new Chief Executive Officer and for Rod Bishop to transition out of the Managing Directorship (ASX Announcement 31 August 2023), Rod Bishop has agreed to retire at this AGM and submit himself for re-election pursuant to Clause 20.7 of the Company's Constitution.

The Company also notes that Sam Saxton, a director of the Company since 2012, has advised the directors of his intention to retire as a director at the close of this 2023 AGM and to not seek re-election. The Company thanks Sam for his significant contributions to the Company over his eleven year tenure. Sam Saxton will cease to be a director of the Company at the close of this Meeting.

The full bio of Tzipi Avioz and Rod Bishop including their qualifications and experience is set out in the 2023 Annual Report.

Directors Recommendation

The Directors, other than Tzipi Avioz, recommend that shareholders vote in favour of Resolution 2 to re-elect Tzipi Avioz as a Director. The Directors, other than Rod Bishop, recommend that shareholders vote in favour of Resolution 3 to re-elect Rod Bishop as a Director.

The Chairman will vote all undirected proxies in favour of both Resolutions 2 and 3.

Ratification of Prior Issues

Resolutions 4 and 5: Ratification of December 2022 and September 2023 Placements

Resolutions 4 and 5 seek to ratify prior issues of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities pursuant to ASX Listing Rule 7.1 and 7.1A. The effect of the ratification proposed by Resolutions 4 and 5 is to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which 'refreshes' the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 months period any equity securities if the number of those securities exceeds 15% of the number of Shares on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 provides where an issue of securities made without shareholder approval pursuant to ASX Listing Rule 7.1 is subsequently approved or ratified by shareholders, those securities will be



treated as having been issued with approval under ASX Listing Rule 7.1, effectively 'refreshing' the issue capacity noted above.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake an acquisition using its securities as consideration, to conduct a capital raising, or for other purposes.

In the event that Resolutions 4 and 5 are not passed, the Company will not have 'refreshed' its capacity to issue securities in the manner set out in ASX Listing Rule 7.4 and accordingly these securities will continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity.

Where Resolutions 4 and 5 are passed, the Company will have 'refreshed' its capacity to issue securities in the manner set out in ASX Listing Rule 7.4, and accordingly these securities will not continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity. The Company will have the full 15% ASX Listing Rule 7.1 capacity.

The Company provides the following information with respect to Resolutions 4 and 5 pursuant to ASX Listing Rule 7.5, and in respect of Resolution 4 provides the information required by ASX Listing Rule 7.3A.6 noting that Resolution 4 relates to (in part) an issue of securities under ASX Listing Rule 7.1A in circumstances where the Company is seeking a refresh of its ASX Listing Rule 7.1A capacity per Resolution 7:

Resolution 4: December 2022 Placement

Number of Securities	24,235,294 Shares
Price	\$0.17 per Share (raising \$4.1 million)
Terms of Securities	Fully Paid Ordinary Shares that rank equally with existing Shares on issue
Date of Issue	2 December 2022
Persons Issued To	Parties introduced by Taylor Collison and Veritas Securities, being the Lead manager and Co-Lead Manager to the transaction, including: <ul style="list-style-type: none"> • Finclear Services Nominees Pty Limited; • HSBC Custody Nominees (Australia) Limited; • Jasforce Pty Ltd; • UBS Nominees Pty Ltd; and • Jonathan Beare
Purpose of Issue / Use of Funds	Accelerating growth strategy and general working capital (ASX Announcement 28 November 2022).
Material Terms of Relevant Agreement	No relevant agreement.
Listing Rule 7.3A.6 Compliance	The Company additionally notes: <ul style="list-style-type: none"> • 17,638,425 Shares of the total 24,235,294 Shares issued pursuant to the December 2022 Placement were issued using ASX Listing Rule 7.1A capacity;

	<ul style="list-style-type: none"> The Placement was conducted at an issue price of \$0.17 representing a 5.56% discount to the last close on the day prior to the announcement of the December 2022 Placement; The Company received a total of \$4.1 million from the December 2022 Placement of which \$3 million was raised from securities issued under ASX Listing Rule 7.1A; As at 30 June 2023, the Company held \$2.51 million in cash; To the extent that it can be said that the December 2022 Placement proceeds have been 'spent' the Company notes that the stated use of funds for the December 2022 Placement was for supporting the growth strategy of the Company, accelerating its path towards cash flow positive (ASX Announcement 28 November 2022), with any residual funds being applied towards general working capital in the ordinary course of its business, and in line with its present strategy to achieve cash flow positive for FY23 (ASX Announcement 28 September 2023).
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 5: September 2023 Placement

Number of Securities	6,153,848 Shares
Price	\$0.065 per Share (raising \$0.4 million)
Terms of Securities	Fully Paid Ordinary Shares that rank equally with existing Shares on issue
Date of Issue	5 October 2023
Persons Issued To	A sophisticated and professional investor introduced to the Company by Veritas Securities who was the Lead Manager to the September 2023 Placement, being HSBC Custody Nominees (Australia) Limited.
Purpose of Issue / Use of Funds	General working capital (ASX Announcement 28 September 2023).
Material Terms of Relevant Agreement	No relevant agreement.
Listing Rule 7.3A.6 Compliance	The Shares were issued pursuant to ASX Listing Rule 7.1, and accordingly ASX Listing Rule 7.3A.6 compliance is not required.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Employee Incentive Schemes

Resolution 6: Employee Option Plan

The Company has an Employee Option Plan (an **EOP**) which allows the Company to issue Options to employees. Invitations under the EOP are generally only made to senior team members to tie their long-term performance with that of shareholders of the Company.

The ASX Listing Rules allow for the Company to seek shareholder approval for the EOP which allows the Company to issue securities under the EOP without requiring further shareholder approval for each issue for three years from the date of shareholder approval pursuant to Listing Rule 7.2 Exception 13.

The EOP was originally established prior to the Company's admission to the Official List of the ASX, and was subsequently renewed for a three year period in 2020. Re-approval is now sought for another three year period subject to the requirements of ASX Listing Rule 7.2 Exception 13.

Shareholders may request a copy of the Jayride Employee Option Plan Rules by contacting the Company Secretary at corporate@jayride.com.

A summary of the terms of the EOP and the EOP Rules is as follows:

Terms	Description
Employee Option Plan Issued Options	The Board may in its absolute discretion, without being bound to do so, at intervals determined by the Board, issue written invitations to apply for EOP Options to Eligible Persons selected by the Board. Subject to the Listing Rules and the Corporations Act, unless the Eligible Person is a director or related party of the Company, shareholder approval is not required for the issuance of securities under the EOP.
Eligible Persons	Only an Eligible Person may participate in the EOP, being any person considered to be an employee, contractor, or director, or an associate of an employee, contractor, or director (including past or prospective employees, contractors, or directors) of the Company or a subsidiary of the Company.
Restrictions on making an Offer	No offer will be made to the extent that any such offer would contravene the Company's Constitution, the Listing Rules, the Corporations Act or any other applicable law or regulation.
Rights attaching to Shares	Upon conversion of any EOP Option, the Shares issued will be fully paid ordinary shares and will rank equally with the Company's existing Shares. The Company will apply for quotation of any Shares issued on conversion of the EOP Options, subject to any restrictions on the quotation of Shares.
Takeover	In the event that a takeover or other similar corporate action is made, the Board may, in its absolute discretion, give notice to the holders of EOP Options allowing holders to convert their EOP Options irrespective of whether any vesting conditions have been met.
Participation in New Issues	A Participant may only participate in issues of securities by the Company if the Option has been exercised and a Share allotted in respect of the exercise of that Option before the record date for determining entitlements to the security issue.

Terms	Description
Plan Administration	The Board will administer the EOP and may determine any appropriate documentation and procedures for administration of the Plan. The Board may delegate to any one person or persons (including a trustee) the exercise of the powers or discretion of the Board in administering the EOP. The Board has unfettered discretion subject only to the terms of the EOP and any statutory or regulatory restraints.
Listing Rules	In any event of inconsistency between the EOP and/or the terms of issue of any of the EOP Options and the Listing Rules, the Listing Rules prevail to the extent of any inconsistency and the terms of the EOP Options and/or the EOP will be deemed modified accordingly without further action by the Company, the Board, or the holder of the Option being required.
Termination or Suspension of the Plan	The Board may from time to time terminate or suspend the operation of the EOP and may, at any time, cancel the EOP. Any such suspension or termination will not prejudice the rights of holders of EOP Options who were granted those EOP Options prior to such termination or suspension.
Maximum Number of Securities to be Issued	The Company proposes a maximum number of securities to be issued under the EOP, without separate shareholder approval, to be 20% of the current issued capital of the Company or 41,958,330 Options (not including further issues of securities due to the 2023 Entitlement Offer which is being completed at the time of this Notice).

In the three years since the EOP has been last renewed, the Company has issued 3,998,782 Options to Eligible Persons (other than to directors, which was not in reliance of ASX Listing Rule 7.2 Exception 13 as separate shareholder approval was required, and sought).

Voting Exclusion

In addition to the voting exclusions set out above in the Notice, the Company will also disregard any votes on this Resolution 6 by any Key Management Personnel or their Closely Related Parties acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution 6, except in the case of the Chairman of the Meeting acting as a proxy where their appointment expressly authorises such action even though Resolution 6 may be considered to be connected with the remuneration of the Key Management Personnel of the Company.

Additional Placement Capacity

Resolution 7: Additional 10% Placement Capacity

Resolution 7 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to Listing Rule 7.1A (the **7.1A 10% Additional Capacity**). This provides the Company with a higher level of flexibility to undertake capital raisings, to complete acquisitions, or other corporate actions involving the issue of equity securities by the Company.

Regulatory Framework

ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any twelve-month period without obtaining shareholder approval (subject to certain exceptions). However, ASX Listing Rule 7.1A allows a company to seek shareholder approval at an annual general meeting to have the capacity to issue an additional 10% of its equity securities in the same class as an existing quoted class of securities. If approved, the issuance capacity is available for twelve-months following the annual general meeting at which the approval was obtained. An eligible entity for the purposes of ASX Listing



Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

If Resolution 7 is approved as a special resolution then the Company, within 12 months after shareholder approval, may issue an additional 10% of the Company's issued capital as fully paid ordinary shares (being the only quoted class of Jayride securities at present) calculated in accordance with the formula in ASX Listing Rule 7.1A.2 which is as follows:

$$(A \times D) - E$$

Where:

- A = the number of fully paid ordinary securities on issue 12 months before the date of issue or date of agreement to issue:
- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17;
 - (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
 - (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4
 - (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4
 - (v) plus the number of partly paid ordinary securities that became fully paid in the relevant period
 - (vi) less the number of fully paid ordinary securities cancelled in the relevant period

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.4.

Compliance Information

In compliance with Listing Rule 7.3A, the Company provides the following information with respect to Resolution 7:

- (i) The minimum price at which equity securities may be issued under the Listing Rule 7.1A capacity will be calculated in accordance with Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for quoted securities in the same class as the securities being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - a. The date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - b. If the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.

- (ii) If Resolution 7 is approved by shareholders and the Company issues equity securities under the 7.1A 10% Additional Capacity, existing shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
- a. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under ASX Listing Rule 7.1A; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

- (iii) If Resolution 7 is approved by Shareholders, the approval to issue securities under this capacity per ASX Listing Rule 7.1A will cease upon the earlier of:
- a. The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained – 23 November 2024;
 - b. The time and date of the Company's next annual general meeting; or
 - c. The date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2. or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.
- (iv) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities and expand its global footprint, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors. The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.
- (v) The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
- a. the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - b. the effect of the issue of the securities on the control of the Company;
 - c. the financial situation of the Company; and
 - d. advice from corporate, financial and broker advisers (as may be applicable from time to time).
- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company.
- (vii) In the 12 months preceding the date of this Meeting, the Company issued equity securities under ASX Listing Rule 7.1A once, being in the December 2022 Placement where 17,638,425 Shares were issued in reliance of 7.1A capacity. Those Shares represented 10% of the total issued capital on issue 12 months prior to the date of the meeting. The information otherwise required to be disclosed per ASX Listing Rule 7.3A.6 is disclosed above in relation to the December 2022 Placement.
- (viii) Other than in the December 2022 Placement, the Company has not issued or agreed to issue, and does not propose to issue, any further equity securities under ASX Listing Rule 7.1A at this time.
- (ix) A voting exclusion statement applies to this Resolution 7, however the Company is not proposing to make an issue of securities under ASX Listing Rule 7.1A at this time.



The following table sets out the possible dilution of existing shareholders of the Company on the basis of the market price of the Company's securities of \$0.087 on 9 October 2023 per ASX Listing Rule 7.1A, where Variable "A" has been calculated in the manner required by ASX Listing Rule 7.1A.2 as at 9 October 2023:

Variable A Listing Rule 7.1A	Dilution Effect			
		50% Decrease in Share Price \$0.044	Current Share Price \$0.087	100% Increase in Share Price \$0.174
Current Variable A 179,402,508	10% Dilution	17,940,251	17,940,251	17,940,251
	Funds Raised	\$789,371	\$1,560,802	\$3,121,604
50% Increase Variable A 269,103,762	10% Dilution	26,910,376	26,910,376	26,910,376
	Funds Raised	\$1,184,057	\$2,341,203	\$4,682,405
100% Increase Variable A 358,805,016	10% Dilution	35,880,502	35,880,502	35,880,502
	Funds Raised	\$1,578,742	\$3,121,604	\$6,243,207

The above table makes the following assumptions:

- (i) All securities have been issued under the 7.1A 10% Additional Capacity and the Company has issued the maximum number of equity securities available to it under the 7.1A 10% Additional Capacity
- (ii) The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- (iii) The table only shows the effect of issues of securities under the 7.1A 10% Additional Capacity and does not consider the 15% capacity the Company has under ASX Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in ASX Listing Rule 7.2

Directors Recommendation

The Directors recommend Shareholders vote in favour of Resolution 7 as it will allow the Company the flexibility to issue further securities in the Company should the need or opportunity arise, including but not exclusively to facilitate a third party acquiring a strategic interest in the Company, to conduct a capital raising, or for other permissible purposes.

Further Information

For further information, please contact the Company by email at corporate@jayride.com.

If you are unsure about any of the matters discussed above, the Directors encourage you to seek professional financial, legal, taxation, accounting, or other advice prior to making any decisions.

Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 9.00am (Sydney time) on Tuesday, 21 November 2023.

Voting online: To vote online, attend the Meeting online at <https://meetnow.global/MQFTNWD> at the time and date of the meeting.

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 9.00am (Sydney time) on Tuesday, 21 November 2023.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 9.00am (Sydney time) on Tuesday, 21 November 2023.

Voting by corporate representative: A Shareholder or proxy which is a corporation and entitled to attend and vote at the 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 and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

Voting by attorney: A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. 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. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form or otherwise lodged at the registration desk on the day of the Meeting.

Key Management Personnel: The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.



Glossary

General terms and abbreviations in this Notice of Meeting and Explanatory Statement have the following meanings unless contrary intention appears or the context requires otherwise:

Term	Definition
2023 Entitlement Offer	A non-renounceable pro-rata entitlement offer being conducted by the Company as at the date of this Notice per ASX Announcement on 28 September 2023.
ASX	ASX Limited or the market it operates (the Australian Securities Exchange) as the context may require
Closely Related Party	Has the meaning given to the term by section 9 of the Corporations Act
Company or Jayride	Jayride Group Limited (ACN 155 285 528)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
December 2022 Placement	The issue of securities described in the Explanatory Statement to Resolution 4 which resulted in the issue of 24,235,294 Shares in December 2022
Eligible Persons	A person who is deemed eligible to participate in the EOP as determined by the EOP Rules
EOP	The Jayride Employee Option Plan which is governed by the EOP Rules
EOP Option	An Option issued under the EOP
EOP Rules	The Jayride Employee Option Plan Rules
Equity Security	Has the meaning given to the term by Chapter 19 of the ASX Listing Rules, being: a share, a unit, a right to a share or unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security
Explanatory Statement	The explanatory statement enclosed with the Notice set out in this document
Key Management Personnel	Has the meaning given to the term by section 9 of the Corporations Act
Listing Rules or ASX Listing Rules	The rules of the ASX that govern the admission, quotation and removal of securities from the Official List, as amended from time to time
Meeting or Annual General Meeting or AGM	The annual general meeting of the Company to be held online via the Computershare Meeting Platform on Thursday, 23 November 2023 at 9.00am (Sydney Time)
Notice of Meeting or Notice	The notice of annual general meeting set out in this document
Official List	The official list of entities that ASX has admitted and not removed
Option	An option to acquire Shares
Ordinary Resolution	A resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Resolutions	The resolutions set out in the Notice or any one or group of them as the context requires
September 2023 Placement	The issue of securities described in the Explanatory Statement to Resolution 5 which resulted in the issue of 6,153,848 Shares in September 2023.
Shareholder	A holder of Shares
Shares or Fully Paid Ordinary Shares	Fully paid ordinary shares in the Company
Special Resolution	A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed



JAYRIDE GROUP LIMITED
ABN 49 155 285 528

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

JAY

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Jayride Group Limited Annual General Meeting

The Jayride Group Limited Annual General Meeting will be held on Thursday, 23 November 2023 at 9:00 am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 9:00 am (Sydney) on Tuesday, 21 November 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MQFTNWD>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



JAYRIDE GROUP LIMITED
ABN 49 155 285 528

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SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (Sydney) on Tuesday, 21 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Jayride Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Jayride Group Limited to be held as a virtual meeting on Thursday, 23 November 2023 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Non-binding resolution to adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ordinary Resolution to elect Tzipi Avioz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ordinary Resolution to elect Rod Bishop as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ordinary Resolution to ratify December 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ordinary Resolution to ratify September 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ordinary Resolution to Approve Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Special Resolution to Approve Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

JAY

304205A



Computershare





JAYRIDE GROUP LIMITED
ABN 49 155 285 528

JAYRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Jayride Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Jayride Group Limited