

**SHRIRO HOLDINGS LIMITED (ASX: SHM)  
SHARE BUY-BACK**

26 February 2026

Shriro Holdings Limited (ASX: SHM or “Shriro”) refers to its 2025 Notice of Meeting (NOM) announced to the market on 17 October 2025. Resolutions 6 (Second Buy-Back) and 7 (Third Buy-Back) in the NOM proposed the buy-back of up to \$5M and \$10M of Shriro shares (Shares), respectively, in an off-market equal access buy-back at \$0.81 per share. Shriro is intending to proceed with a buy-back which will consist of the Second Buy-Back and Third Buy-Back being conducted concurrently as a combined buy-back (Buy-Back) of up to \$15M Shares. Shriro obtained shareholder approval for the Buy-Back at its Annual General Meeting on 17 November 2025. The Buy-Back is subject to receipt of ASIC relief, an ASX Waiver, financing approval and final Board approval.

This Buy-Back would represent approximately 25.82% (approximately 18,518,518 Shares) of Shriro’s total issued share capital (71,724,313 Shares as at the date of this announcement) and is at a 5.5% premium to the 5 day VWAP to 25 February 2026. The Buy-Back will be structured in substantially the same way as the buy-back Shriro completed in February 2025 and December 2025.

**Timetable and key dates**

The currently anticipated timetable for the Buy-Back is set out below.

<b>Date</b>	<b>Action</b>
Thursday, 19 March 2026	Ex-entitlement (ex-date) to participate in the Buy-Back
7.00pm Sydney time on Friday, 20 March 2026	Buy-Back Record Date: determination of shareholders entitlement to participate in the Buy-Back
Wednesday, 25 March 2026	Expected completion of mail-out of Buy-Back Booklet to eligible Shareholders
Thursday 26 March 2026	Buy-Back Invitation opens for eligible Shareholders to Offer their Shares to the Company for the Company to buy them back.
5.00pm Sydney time on Friday 24 April 2026	Buy-Back Invitation closes (Closing Date). Tender Forms must be received by the Share Registry no later than 5.00pm Sydney time (Closing Time) on this date. Offers may be amended or withdrawn until this date.
Tuesday, 28 April 2026	Results of Buy-Back and scale back (if any) announced, Buy-Back Agreements entered into, and Shares bought back are cancelled.
Friday, 1 May 2026	Dispatch/ crediting of Buy-Back proceeds to participating shareholders completed.

**Participation and scale back mechanism**

Shriro will invite its eligible shareholders to tender up to 25.82% of their Shares (Buy-Back Entitlement) at a fixed price of \$0.81 per share. Eligible shareholders that accept the buy-back in respect of their entire Buy-Back

**SHRIRO HOLDINGS LIMITED**

Level 7, 67 Albert Avenue, Chatswood, NSW, 2067 Australia **Tel:** +61(2) 9415 5000 **Fax:** +61(2) 9415 5001

**Website:** www.shriro.com.au **ACN** 605 279 329

Entitlement may also tender additional shares in excess of their Buy-Back Entitlement (Additional Shares). Additional Shares will only be bought back to the extent other eligible shareholders have not tendered their full Buy-Back Entitlement.

If the Company receives offers for more than the number of Shares it wishes to buy back, then a scale back will operate. The scale back is intended to operate in the following manner:

- 1) if you Offer 2,469 Shares or fewer then the Company will buy back all of those Shares;
- 2) if you Offer more than 2,469 Shares but not more than your Buy-Back Entitlement (being 25.82% of your Shares), the Company will buy back all of the nominated Shares;
- 3) if you Offer to sell Additional Shares in excess of your Buy-Back Entitlement, and the total number of Additional Shares Offered by all eligible Shareholders exceeds the Shortfall<sup>1</sup>, the Company will scale back on a pro-rata basis all Offers of Additional Shares so that the total amount payable by the Company for all Shares bought back is no more than \$15 million (or approximately 25.82% of the Company's issued share capital); and in calculating the number of your Shares that will be bought back, all fractions will be rounded down.

The Company will announce any scale back shortly after the Closing Date.

### **ASIC Relief**

The Company has sought an exemption (ASIC Exemption) under section 257D(4) of the Corporations Act from the operation of section 257D. If granted, the effect of the ASIC Exemption will be to allow the Company to:

- a) conduct the Buy-Back similarly to an equal access scheme but to allow the Company to make Buy-Back Invitations rather than offers to buy back Shares;
- b) require Shareholders who hold 2,469 Shares or fewer to nominate all their Shares to be bought back by the Company if they wish to participate in the Buy- Back;
- c) allow Shareholders to apply for Additional Shares in excess of their Buy-Back Entitlement;
- d) utilise the scale back mechanism described in section 5.3(a); and
- e) not make Buy-Back Invitations to Excluded Foreign Shareholders.

One of the conditions for the ASIC Exemption is expected to be that the Buy-Back must be approved by Shareholders of the Company by way of an ordinary resolution at a general meeting of the Company hence the inclusion of this resolution in this Notice of Meeting. An update will be provided once the ASIC Exemption is obtained where that varies from what is set out above.

### **ASX Waiver**

The Company has sought confirmation from ASX that it will treat the Buy-Back as an equal access buy-back, but will not require daily buy-back notices to be given to ASX during the offer period.

The Company has also sought a waiver from ASX listing rule 3.8A to not require the Company to give ASX a final daily buy-back notice at least half an hour before the commencement of trading on the day on which the shares are bought back under the Buy-Back, on the basis that the Company will provide a final notice on that same date.

### **Rationale for the Buy-Back.**

Shriro remains focused on its new capital light model for global expansion of its BBQ range. The specifics of this strategy were included in Shriro's announcement on 17 July 2024.

The Board considered the Buy-Back the most effective way to return cash to shareholders whilst also improving the EPS.

### **Funding**

The Buy-Back will be funded from excess capital supplemented by a modest, short-term debt facility. The Board believes that after the Buy-Back, the Company will remain in a strong financial position.

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<sup>1</sup> A Shortfall will arise where other eligible Shareholders have not tendered their full Buy-Back Entitlement.

## **Impact on control**

On the 2 December 2025, Fiona Brown was appointed as a Director of the Company. Ms. Brown has a relevant interest in Brunneis Investments Pty Ltd ACN 168 992 747 and Fiona Tudor Brown ATF FiBrown Family Trust No 2 (collectively Brunneis). Brunneis is one of Shriro's substantial shareholders and has disclosed that its voting power in the Company is 21.31%. Brunneis' voting power may increase from 21.31% to 28.73% as a result of the Buy-Back. No other substantial holders will have their voting power increase above 20% as a result of the Buy-Back.

Given the potential control impact of the Buy-Back, Brunneis abstained from voting on the resolutions relating to the Buy-Back (Resolutions 6 and 7) at the 2025 Annual General Meeting. Brunneis has not otherwise determined whether it intends to participate in the Buy-Back. Brunneis has not communicated to Shriro any intention to increase its shareholding in Shriro.

Further detailed information on the proposed Buy-Back will be communicated to shareholders in due course.

## **ENDS-**

This announcement was authorised for release by the Board of Directors of Shriro Holdings Ltd.

For more information, contact:

Tim Hargreaves  
(02) 9415 5000  
[timh@shriro.com.au](mailto:timh@shriro.com.au)

Shane Booth  
(02) 9415 5000  
[shaneb@shriro.com.au](mailto:shaneb@shriro.com.au)

## **ABOUT SHRIRO**

The Group is a leading consumer products marketing and distribution group operating in Australia, New Zealand, USA, China and exporting globally.

The Group markets and distributes an extensive range of Company-owned brands (including Everdure, Omega Altise & Robinhood) and third party owned brands (such as Casio, Pioneer, Grohe & American Standard). Products include calculators, watches, musical instruments, audio products, kitchen appliances, laundry, bathroom and sanitaryware products, consumer electronics, car audio, professional DJ, Hi-Fi/speakers, gas heaters, gas barbeques, pizza ovens, charcoal barbeques, electric heaters and cooling products.

