

ASX and NZX Release

13 April 2026

2026 Notice of Annual General Meeting

Ventia Services Group Limited (ASX:VNT) will hold its Annual General Meeting (**2026 AGM**) on Thursday 21 May 2026 at 10.00am (AEST).

The following documents relating to the 2026 AGM are attached:

- Notice of Meeting;
- Voting Form; and
- Access Notice for shareholders.

The Notice of Meeting and associated materials will be made available on Ventia's website at www.ventia.com/AGM

Shareholders who have elected to receive communications in hard copy will receive them by mail following the posting date of 17 April 2026, while shareholders who have elected to receive electronic communications will receive the materials via email on the same day.

Voting for Ventia's 2026 AGM will be accessible from Computershare's Investor Vote page at www.investorvote.com.au

This announcement has been authorised for release by the Company Secretary.

-Ends-

For further information, please contact:

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About Ventia

Ventia is a leading essential infrastructure services provider in Australia and New Zealand, proudly providing the services that keep infrastructure working for our communities. Ventia has access to a combined workforce of more than 35,000 people, operating in over 400 sites across Australia and New Zealand. With a strategy to redefine service excellence by being client-focused, innovative and sustainable, Ventia operates across a broad range of industry segments, including defence, social infrastructure, water, electricity and gas, resources, telecommunications and transport.

Notice of Meeting 2026



Dear Shareholder,

On behalf of the Board of Ventia Services Group Limited (**Ventia** or **Company**), I am pleased to invite you to participate in our 2026 Annual General Meeting (**AGM**).

Ventia's AGM will be held on Thursday 21 May 2026 at 10:00am (AEST) as a virtual only meeting. Registration will open from 9:00am (AEST) on Thursday 21 May 2026.

The AGM is an essential part of Ventia's corporate governance calendar. It is an important and valued way shareholders can be informed of, and involved in, Ventia's progress on delivering on our strategy of Redefining Service Excellence, whilst putting health and safety at the centre of everything that we do.

The Notice of Meeting details the formal business to be dealt with at the AGM. Briefly, this will be to:

- receive and consider the Company's Annual Financial Report, together with the Sustainability Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2025;
- adopt the Company's 2025 Remuneration Report;
- re-elect Jeff Forbes as a Non-Executive Director of the Company;
- re-elect Sibylle Krieger as a Non-Executive Director of the Company; and
- approve an increase to the Non-Executive Director fee pool.

The Directors recommend that shareholders vote in favour of the above resolutions, noting that Directors abstain, in the interests of corporate governance, from making a recommendation in relation to the increase to the Non-Executive Director fee pool.

As announced in February 2026, Dean Banks, Ventia's Managing Director and Group Chief Executive Officer will depart the business later this year. Whilst succession planning is well advanced, at the date of this Notice a successor has not been appointed. As a result, and consistent with the ASX Listing Rules which preclude equity grants to an unnamed individual, no long-term incentive grant for the Managing Director and Group Chief Executive Officer is proposed for shareholder approval at this AGM.

Shareholders and proxy holders can participate in the AGM and watch the meeting online by logging into the Computershare meeting platform at <https://meetnow.global/MRCGP92>. This online platform will allow shareholders to view the meeting, vote and ask questions in real time, and we encourage shareholders to participate.

Whilst shareholders will be able to vote online during the AGM, you are encouraged to lodge a direct vote or appoint a proxy ahead of the AGM, even if you intend to participate online. If you are unable to participate in the AGM, please lodge your direct vote or appoint a proxy ahead of the AGM. Further details on how you can participate in the AGM are set out in the following pages.

It is important that you have the opportunity to communicate your views to us and we encourage shareholders to actively participate through the online platform and ask questions online or by phone. This will include asking questions to our auditor, Deloitte.

Shareholders who are unable to attend the AGM or who may prefer to register questions in advance are encouraged to email questions to investors@ventia.com. We will attempt to address the more frequently asked questions in the Chairman's and/or Group Chief Executive Officer's presentations at the AGM.

Enclosed with this letter is the Notice of Meeting and Explanatory Statement, which contain more detailed information in respect of the items of business of the AGM and voting procedures.

I would like to thank all shareholders for your continuing support of Ventia and I look forward to engaging with you during the AGM.



David Moffatt
Chairman of the Board

Notice of Meeting

The 2026 Annual General Meeting (**AGM**) of Ventia Services Group Limited (**Company** or **Ventia**) will be held online at <https://meetnow.global/MRCGP92> on Thursday 21 May 2026 at 10:00am (AEST).

Registration will open from 9:00am (AEST) on Thursday 21 May 2026.

The Notes and Explanatory Statement that accompany and form part of this Notice of Meeting describes in more detail the items of business to be considered at the AGM.

Ordinary Business

1. 2025 Annual Report

To receive and consider the Financial Report, the Sustainability Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2025.

Notes:

- This item of ordinary business is for discussion only and is not a resolution.
- Pursuant to the Corporations Act, Shareholders as a whole will be given a reasonable opportunity at the AGM to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of this item.

2. Adoption of 2025 Remuneration Report

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

"To adopt the 2025 Remuneration Report for the financial year ended 31 December 2025."

Notes:

- 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 consideration in future reviews of the remuneration policy for KMP.
- This resolution is subject to voting exclusions as outlined in the notes accompanying this Notice of Meeting.
- The Chairman intends to vote all available proxies in favour of this resolution.

3. Re-election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

3a. *"That Jeff Forbes, who retires in accordance with clause 8.1 of the Company's Constitution and, being eligible, be re-elected as a Director of the Company."*

Note:

- The Chairman intends to vote all available proxies in favour of this resolution.

3b. *"That Sibylle Krieger, who retires in accordance with clause 8.1 of the Company's Constitution and, being eligible, be re-elected as a Director of the Company."*

Note:

- The Chairman intends to vote all available proxies in favour of this resolution.

4. Increase to the Non-Executive Director Fee Pool

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

"That approval is given, for the purpose of ASX Listing Rule 10.17, clause 8.3 of the Constitution and for all other purposes, for the maximum aggregate amount of remuneration payable to all Non-Executive Directors in any financial year be increased by \$500,000, from \$2,000,000 to \$2,500,000 per annum (inclusive of superannuation), with effect from 1 January 2026."

Notes:

- This resolution is subject to voting exclusions as outlined in the notes accompanying this Notice of Meeting.
- The Chairman intends to vote all available proxies in favour of this resolution.

Notes

If it is necessary for Ventia to give further updates on the arrangements for the AGM, we will inform Shareholders via an announcement on the ASX and NZX and through our investor website ventia.com/investor-centre.

Participating in the AGM online

Shareholders must use the Share Registry's meeting platform to attend and participate in the AGM. To participate in the AGM, Shareholders can log in by entering the following URL <https://meetnow.global/MRCGP92> on a computer, tablet or smartphone.

Registration will open at 9:00am (AEST) on Thursday 21 May 2026.

To participate in the AGM online follow the instructions below:

1. Click on 'Join Meeting Now'.
2. Enter the SRN/HIN. Proxyholders and corporate representatives will need to contact Computershare on +61 3 9415 4024 prior to the AGM to obtain their login details.
3. Enter the postcode registered to the Shareholder's holding if you are an Australian Shareholder. If you are an overseas Shareholder, select the country of the registered holding from the drop-down list.
4. Accept the Terms and Conditions and click 'Continue'. Shareholders can view the AGM live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the AGM is in progress.

Whilst Shareholders will be able to vote on the resolutions online during the AGM in real-time, Shareholders are encouraged to lodge a direct vote or appoint a proxy ahead of the AGM, even if you intend to participate online.

If Shareholders are unable to attend the AGM, Shareholders are encouraged to appoint a proxy or vote directly on the Voting Form.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the Online Meeting Guide available at computershare.com.au/virtualmeetingguide.

Shareholders, or their proxies, are also able to ask questions or make comments verbally via telephone on the number that will be available on the online platform once they have been verified.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises.

In exercising this discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected.

Where the Chairman considers it appropriate, the Chairman may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a direct vote or appoint a proxy even if they plan to attend. All direct votes and proxy appointments must be lodged by 10:00am (AEST) on Tuesday 19 May 2026.

Entitlement to vote

Shareholders are eligible to participate and vote at the AGM if they are registered holders of the Company's Shares at 7:00pm Sydney time on Tuesday 19 May 2026, subject to the voting restrictions described in this Notice of Meeting and Explanatory Statement.

Direct voting – prior to the AGM

Shareholders are entitled to vote directly by marking Section A, "Vote Directly", on the Voting Form that accompanies this Notice of Meeting. Shareholders will then not need to appoint a proxy to act on their behalf.

In the event that both a direct vote and proxy appointment are lodged, a direct vote will take priority over the appointment of a proxy. For a valid direct vote to be recorded Shareholders must mark 'For', 'Against', or 'Abstain' on each resolution.

Where a direct vote has been validly submitted in advance of the AGM, the Shareholder's attendance or participation in the AGM cancels the direct vote, unless the Shareholder instructs the Company or, at its instruction, the Share Registry otherwise.

Voting by Proxy

A Shareholder is entitled to appoint a proxy to attend the meeting and vote on their behalf. To do so, Shareholders should mark Section B, "Appoint a Proxy", on the Voting Form that accompanies this Notice of Meeting to appoint the Chairman as their proxy or insert the name of an alternative proxy in the space provided.

The following applies in terms of proxy appointments:

- a proxy need not be a Shareholder, and may be an individual or a body corporate;
- a Shareholder entitled to cast two or more votes may appoint two proxies; and
- where two proxies are appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the votes each proxy may exercise, each proxy may exercise half of that Shareholder's votes.

A proxy is not revoked by the appointing Shareholder attending and taking part in the AGM. However, if the appointing Shareholder attends and votes at the AGM on a resolution, the proxy must not vote on that resolution.

Chairman's Voting Intentions

The Chairman intends to vote undirected proxies in favour of the resolutions set out in this Notice of Meeting. The Chairman must vote any directed proxies in accordance with such directions.

If a Shareholder appoints the Chairman as their proxy, or the Chairman becomes their proxy by default, and they do not direct the Chairman how to vote on a resolution, by completing and returning the Voting Form, they will be expressly authorising the Chairman to exercise the proxy and vote as the Chairman sees fit on a resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Corporate Representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should provide satisfactory evidence of their appointment prior to the commencement of the AGM, including any authority under which it is signed, unless it has been given previously to the Company or Computershare.

How to submit a Voting Form

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

To be effective, direct votes or proxy appointments must be received by 10:00am (AEST) on Tuesday 19 May 2026.

All resolutions set out in the Notice of Meeting will be voted on by way of a poll.

Voting restrictions on Agenda Item 2 (2025 Remuneration Report)

The Company will disregard any votes cast on Agenda Item 2:

- by or on behalf of a member of the Company's KMP whose remuneration details are included in the 2025 Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their Closely Related Parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Agenda Item 2:

- in accordance with a direction on the Voting Form; or
- by the Chairman pursuant to an express authorisation in the Voting Form to exercise the proxy, even though Agenda Item 2 is connected with the remuneration of the Company's KMP.

Voting restrictions on Agenda Item 4 (Increase to the Non-Executive Director Fee Pool)

The Company will disregard any votes cast on Agenda Item 4:

- in favour of the resolution by or on behalf of a Director or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their Closely Related Parties.

However, votes will not be disregarded if they are cast on Agenda Item 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the Voting Form in that way; or
- by the Chairman pursuant to an express authorisation in the Voting Form to exercise the proxy, even though Agenda Item 4 is connected with the remuneration of the Company's KMP; or
- by 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.

Questions and comments from Shareholders

A reasonable opportunity will be given to Shareholders, as a whole, to ask questions at the AGM about, or make comments on, the 2025 Annual Report and the management of the Company.

Similarly at the AGM, a reasonable opportunity will be given to Shareholders, as a whole, to ask the External Auditor questions relevant to:

- the conduct of the audits;
- the preparation and content of the 2025 Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements;
- the policies adopted by the Company in relation to the preparation of the Sustainability Report; and
- the independence of the auditor in relation to the conduct of the audits.

Shareholders attending the AGM online, as a whole, will have a reasonable opportunity to ask questions or make comments using the online platform or by the telephone number that will be available on the online platform. Please note that Shareholders may only ask questions once they have been verified.

To submit written questions to the Company or questions relating to the conduct of the audit of the 2025 Financial Report or 2025 Sustainability Report or the content of the 2025 Auditor's Report to the External Auditor in advance of the AGM, Shareholders may do so by submitting their questions via email to investors@ventia.com no later than 10:00am (AEST) on Thursday 14 May 2026. Please note that individual responses will not be sent to Shareholders.

Questions will be collated and, during the AGM, the Chairman 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.

Definitions

Words that are defined in the Glossary have the same meaning when used in the Notice of Meeting unless the context or the definitions in the Glossary provide otherwise.

By order of the Board.



Jill Hardiman
Group Company Secretary
Ventia Services Group Limited

Dated: 13 April 2026

Explanatory Statement

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide Shareholders with an explanation of the items of business of the AGM as well as to assist Shareholders to determine how they wish to vote on each resolution.

Agenda Item 1: 2025 Annual Report

Ventia's 2025 Annual Report, which includes the 2025 Financial Report, the 2025 Sustainability Report, the 2025 Directors' Report and the 2025 External Auditor's Report was lodged with the ASX and NZX on 19 February 2026 and is available at ventia.com/investor-centre/reporting-suite/2025-annual-report.

Printed copies of the 2025 Annual Report have been mailed to those Shareholders who have elected to receive a printed copy.

At the AGM, a reasonable opportunity will be given to Shareholders, as a whole, to ask questions about, and make comments on, the 2025 Annual Report, however there will be no formal resolution put to the AGM.

Ventia's External Auditor will also participate in the AGM to answer questions in relation to the conduct of the audits (including the independence of the External Auditor), the preparation and content of the 2025 Auditor's Report and the accounting policies adopted by Ventia.

Agenda Item 2: Adoption of 2025 Remuneration Report

Listed companies, such as Ventia, are required to provide detailed disclosures of Non-Executive Director and executive KMP remuneration in their Directors' Report. These disclosures are set out in the 2025 Remuneration Report (which forms part of the 2025 Directors' Report) on pages 76 to 97 of the 2025 Annual Report.

The Board strives to ensure that Ventia's remuneration framework aligns with Shareholder interests by:

- ensuring remuneration is performance driven with a focus on setting challenging targets for both financial and non-financial measures;
- placing substantial emphasis on variable ('at risk' incentive based) remuneration linked to short and long-term performance benchmarks that support Ventia's corporate strategy and future success; and
- implementing share-based remuneration on a short and long-term basis.

There will be a reasonable opportunity for Shareholders, as a whole, to comment on, and ask questions about, the 2025 Remuneration Report.

The vote on Agenda Item 2 is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

For the voting exclusions applicable to Agenda Item 2, please refer to page 4 of this Notice of Meeting.

Board's recommendation

The Board unanimously recommends that Shareholders vote in favour of Agenda Item 2.

Agenda Item 3: Re-election of Directors

Each year, the Nominations Committee reviews the skills and experience represented on the Board and considers whether there are any aspects that should be addressed through Board renewal and succession. As part of this process, the Board reviews the performance of each Director standing for election or re-election and considers the contribution made to the Board and its Committees and the skills and expertise of those Directors.

Following that process and for the reasons outlined below, the Board recommends the re-election of the following two Directors:



Agenda Item 3a: Re-election of Jeff Forbes

Jeff joined the Board in October 2021 as an Independent Non-Executive Director and was last re-elected by shareholders at the 2023 AGM.

Jeff is Chair of the Nominations Committee, Chair of the Business Development Committee, and a Member of the Audit, Risk and Compliance Committee and the Digital Committee.

Jeff is an experienced finance executive and company director with over 30 years' merger and acquisition, equity and capital markets and project development experience.

Jeff previously served as a Non-Executive Director of PWR Holdings Limited and Cardno Limited.

Jeff retires by rotation in accordance with clause 8.1 of the company's constitution and offers himself for re-election at this meeting.

Jeff holds a Bachelor of Commerce from the University of Newcastle and is a Graduate of the Australian Institute of Company Directors.

Jeff is considered by the Board to be an Independent Director.

Board's recommendation

The Board considers that Mr Forbes skills, experience and judgement continue to support a valuable contribution to the Board. With Mr Forbes abstaining, the Board unanimously recommends that Shareholders vote in favour of Agenda Item 3a.



Agenda Item 3b: Re-election of Sibylle Krieger

Sibylle joined the Board in October 2021 as an Independent Non-Executive Director and was last re-elected by shareholders at the 2023 AGM.

Sibylle is Chair of the People and Remuneration Committee, and a Member of the Nominations Committee, Safety and Sustainability Committee, Business Development Committee and the Digital Committee.

Sibylle has over 40 years of broad commercial experience as a lawyer, economic regulator, company director and independent consultant. Sibylle was previously a partner in two large commercial law firms for 22 years and has over 15 years' experience as a Non-Executive Director across listed and unlisted companies in multiple sectors.

Sibylle retires by rotation in accordance with clause 8.1 of the company's constitution and offers herself for re-election at this meeting.

Sibylle is currently a Non-Executive Director of AusEnergy Services Limited and MyState Bank Limited, and a member of the advisory Board of Law Squared.

Sibylle holds a Bachelor of Laws (Hons) from the University of Adelaide, an LLM from Columbia University New York and an MBA from Melbourne Business School. She is also a Fellow of the Australian Institute of Company Directors.

Sibylle is considered by the Board to be an Independent Director.

Board's recommendation

The Board considers that Ms Krieger continues to make a valuable contribution to the Board through her skills, experience and judgement. With Ms Krieger abstaining, the Board unanimously recommends that Shareholders vote in favour of Agenda Item 3b.

Agenda Item 4: Increase to the Non-Executive Director Fee Pool

In accordance with clause 8.3 of the Company's Constitution and ASX Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate amount available to be paid to the Non-Executive Directors as remuneration in any financial year (NED Fee Pool). ASX Listing Rule 10.17 provides that a listed entity must not increase the NED Fee Pool without Shareholder approval. A similar requirement is included in clause 8.3 of the Company's Constitution.

The current NED Fee Pool of \$2,000,000 per annum was approved at the time of the IPO and listing on the Australian Securities Exchange in November 2021 and has not been increased since.

It is proposed that the NED Fee Pool be increased by \$500,000 to \$2,500,000 per annum, to apply with effect from 1 January 2026. The NED Fee Pool is inclusive of statutory entitlements (including superannuation payments). The Board believes that reviewing, and where appropriate, making incremental increases to the maximum aggregate amount of Non-Executive Director remuneration is a prudent approach to maintaining flexibility.

Details of the fees paid to Non-Executive Directors are included in the 2025 Remuneration Report at pages 92 and 95 of the Annual Report.

The proposed increase will provide Ventia with the ability to:

- i. attract and retain high quality and suitability qualified Non-Executive Directors by allowing for future adjustments to the annual fees payable to Non-Executive Directors, within the approved maximum aggregate amount, so that the fees are competitive with those paid by comparable companies; and
- ii. manage future appointments and renewals to the Board, and in particular allow for overlapping terms of Non-Executive Directors having regard to the Board skills matrix.

If this resolution is approved by Shareholders, the NED Fee Pool will increase to \$2,500,000. If this resolution is not approved, the NED Fee Pool will remain at \$2,000,000. This will mean that the Board will not have the flexibility described above, and any future Non-Executive Director appointments and fees will need to be assessed within the current NED Fee Pool.

The Company will continue to set the actual level of remuneration of its Non-Executive Directors within the NED Fee Pool after having regard to relevant factors such as market practice and Board performance. It is not intended to distribute all of the proposed increased NED Fee Pool, if approved, in FY26, and there is no current intention to increase NED fees.

No shares in the Company have been issued to a Non-Executive Director under ASX Listing Rule 10.11 or ASX Listing Rule 10.14 with the approval of the Company's shareholders at any time within the three years before the date of this Notice of Meeting.

For the voting exclusions applicable to Agenda Item 4, please refer to page 5 of this Notice of Meeting.

Board's recommendation

Given the interest of the Non-Executive Directors in this agenda item, the Board refrains from making a recommendation to Shareholders in relation to this resolution.

Glossary

Term	Definition
2025 Annual Report	The annual report of Ventia for the financial year ended 31 December 2025, comprising of the 2025 Sustainability Report, 2025 Director's Report, 2025 Financial Report and the 2025 Remuneration Report.
2025 Auditor's Report	The auditor's report for the financial year ended 31 December 2025, as set out in the 2025 Annual Report.
2025 Directors' Report	The directors' report of Ventia for the financial year ended 31 December 2025, as set out in the 2025 Annual Report.
2025 Financial Report	The financial report of Ventia for the financial year ended 31 December 2025, as set out in the 2025 Annual Report.
2025 Remuneration Report	The remuneration report for the financial year ended 31 December 2025, as set out in the 2025 Annual Report.
2025 Sustainability Report	The sustainability report for the financial year ended 31 December 2025, as set out in the 2025 Annual Report.
Annual General Meeting or AGM	The annual general meeting of the Company to be held virtually at https://meetnow.global/MRCGP92 on Thursday 21 May 2026 at 10:00am (AEST).
ASX	ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.
Board	The board of directors of the Company.
Chairman	The chairperson in respect of each resolution at the AGM.
Closely Related Party	Of a KMP means any of the following: <ul style="list-style-type: none"> • a spouse, child or dependant of the KMP; • a child or dependant of the KMP's spouse; • anyone else who is one of the KMP's family and may be expected to influence, or be influenced by, the KMP in the KMP's dealings with the Company; • a company the KMP controls; or • a person prescribed by regulations. As at the date of this Notice of Meeting, no additional persons have been prescribed by regulation.
Company or Ventia	Ventia Services Group Limited ABN 53 603 253 541.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Directors	The directors of the Company and Director means any one of them.
Explanatory Statement	The explanatory statement that accompanies, and is incorporated as part of, the Notice of Meeting.
External Auditor or Deloitte	Deloitte Touche Tohmatsu, the auditor of the Company.
IPO	Initial Public Offering of Ventia completed on 19 November 2021.
KMP or Key Management Personnel	The key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. It includes all Directors, the Group Chief Executive Officer and Chief Financial Officer. The KMPs during the year ended 31 December 2025 are listed in the 2025 Remuneration Report contained in the 2025 Annual Report.
Listing Rules	The official listing rules of ASX.
Notice of Meeting	This Notice of Annual General Meeting and the accompanying Notes and Explanatory Statement.
NZX	New Zealand Stock Exchange.
Resolution	A resolution set out in the Notice of Meeting.
Shares	Fully paid ordinary shares in the Company.
Shareholder	A holder of at least one Share.
Share Registry	Computershare Investor Services Pty Ltd.







Ventia Services Group Limited
ABN 53 603 253 541

VNT

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
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 vote to be effective it must be received by **10:00am (AEST) on Tuesday, 19 May 2026.**

Voting Form

How to Vote on Items of Business

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

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number of Shares 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%.

Where a direct vote has been validly submitted in advance of the AGM, the Shareholder's attendance or participation in the AGM cancels the direct vote, unless the Shareholder instructs the Company or, at its instruction, Computershare otherwise.

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: Direct your proxy to vote a portion of your voting rights by inserting the percentage or number of Shares 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: If you are entitled to cast two or more votes you may appoint up to two proxies to attend the AGM and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of Shares 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 Shares for each item of business in Step 1 overleaf.

A proxy need not be a Shareholder of the Company. If you do not specify who is to be your proxy, or your named proxy does not attend the AGM or does not vote on a poll in accordance with your directions, the Chairman of the Meeting will be your proxy. A proxy is not revoked by the appointing Shareholder attending and taking part in the AGM. However, if the appointing Shareholder votes at the AGM on a resolution, the proxy must not vote on that resolution.

Voting restrictions for members of the key management personnel (KMP)

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for items 2 and 4, you will be taken to have expressly authorised the Chairman of the Meeting to exercise the proxy in respect of the relevant item as the Chairman of the Meeting decides, even though it is connected with the remuneration of the KMP.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Share 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.

Corporate Representative

If a representative of a corporate shareholder or proxy is to participate in the AGM 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 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.

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. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Voting Form

Please mark to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of Ventia Services Group Limited to be held online at <https://meetnow.global/MRCGP92> on Thursday, 21 May 2026 at 10:00am (AEST) and at any adjournment or postponement of that meeting (Meeting), I/We being member/s of Ventia Services Group Limited direct the following:

A Vote Directly Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B Appoint a proxy to vote on your behalf I/We 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 AGM 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).

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 of the Meeting becomes my/our proxy by default), and I/we have not directed the proxy how to vote on items 2 and 4 in Step 2 below, by completing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on the relevant item even though it is connected with the remuneration of key management personnel of the Company.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
2 Adopt the 2025 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-election of Jeff Forbes as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of Sibylle Krieger as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Increase to the Non-Executive Director Fee Pool	<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.

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

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

VNT

3 2 4 6 9 1 A



Computershare





Ventia Services Group Limited
ABN 53 603 253 541

Need assistance?



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



Online:
www.investorcentre.com/contact

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

Ventia Services Group Limited Annual General Meeting



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

Ventia Services Group Limited's Annual General Meeting (AGM) will be held on Thursday, 21 May 2026 at 10:00am (AEST).

The AGM will be held online through an online platform at <https://meetnow.global/MRCGP92>

Meeting Documents and How to Participate

You can view and download the Notice of Meeting, Annual Report as well as vote at www.investorvote.com.au using the Control Number and your Shareholder Reference Number/Holder Identification Number, or use a mobile device to scan the QR code above.

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

For instructions on how to use the online platform refer to the online user guide at www.computershare.com.au/virtualmeetingguide

You may also submit questions in advance of the AGM by emailing investors@ventia.com

You can request a hard copy of the Notice of Meeting or voting form by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

All Shareholders are encouraged to lodge a direct vote or appoint a proxy ahead of the AGM, even if you intend to participate online. For your direct vote or proxy appointment to be effective it must be received by 10:00am (AEST) on Tuesday, 19 May 2026.

Questions?

For more information, please contact our share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).