RyderCapital

Notice of Annual General Meeting

Annual General Meeting to be held on
Wednesday, 21 October 2026 at 2:00pm (AEDT)
Level 15, 1 Farrer Place
Sydney NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM) of Ryder Capital Limited ACN 606 695 854 (Company) will be held on Wednesday, 21 October 2026 at 2:00pm (AEDT) at Level 15, 1 Farrer Place, Sydney, New South Wales.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2026.

2. Motion 1 – Adoption of Remuneration Report

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

> *That the Remuneration Report contained in the Company's annual report for the year ended 30 June 2026 be adopted by the Company.*

3. Motion 2 – Re-election of Director – Mr Peter Constable

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

> *That Mr Peter Constable, who retires in accordance with clause 15.6 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.*

4. Questions and Comments

Shareholders will be given a reasonable opportunity to ask questions about or comment on the Company's activities and the management of the Company.

GENERAL INFORMATION

Voting Entitlements

The Company has determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purposes of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 02:00pm (AEDT) on Monday, 19 October 2026.

Proxies

A shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies, who need not be members of the Company. Where more than one proxy is appointed, each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded.

A Proxy Form accompanies this Notice of AGM.

To be valid, online proxy voting or the completed Proxy Form must be submitted using one of the following methods so that it is received at least 48 hours before the time for holding the meeting (i.e. by no later than 02:00pm (AEDT) on Monday, 19 October 2026):

- **Vote online** at https://au.investorcentre.mpms.mufg.com. To lodge your vote online, you will need your Security Reference Number (SRN) or Holder Identification Number (HIN) which is set out on the enclosed Proxy Form.
- **Hand Deliver** the Proxy Form to the office of the Company's Share Registry MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150.
- **Mail** the Proxy Form to Ryder Capital Limited C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235.
- **Fax** the Proxy Form to +61 2 9287 0309.

Further directions for the proper completion of the Proxy Form are set out in the Proxy Form.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM may appoint an attorney to vote at the AGM. Attorneys should bring an original or certified copy of the Power of Attorney to the AGM.

Corporations

A corporation that is a shareholder or a proxy may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth), in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the start of the AGM. You can download an Appointment of Corporate Representative form by visiting https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms.

Registration

If you are attending the AGM in person, please bring the personalised Proxy Form enclosed with this Notice of AGM with you to facilitate registration. If you do not bring the Proxy Form with you, you will still be able to attend the AGM, but at registration, our representatives will need to verify your identity. Registration will be available from 1:30pm (AEDT) on the day of the AGM.

By order of the Board

Ms Jane Corish
Company Secretary

ENCLOSURE AND ACCESS TO ANNUAL REPORT

Your personalised Proxy Form is enclosed with this Notice of AGM.

Shareholders can access the Annual Report from our website at: www.rydercapital.com.au

EXPLANATORY NOTES

These Explanatory Notes have been included to provide information about the items of business to be considered at the Company's AGM to be held on Wednesday, 21 October 2026 at 2:00pm (AEDT).

1. Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the Company's Financial Statements, Directors' Report and Independent Auditor's Report will be presented for consideration. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of these reports. Shareholders will also have a reasonable opportunity to ask the current Auditor, Pitcher Partners Sydney questions relevant to the conduct of the audit and the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

2. Remuneration Report

A motion for the adoption of the Remuneration Report must be considered and voted on in accordance with section 250R(2) of the *Corporations Act 2001* (Cth). The Remuneration Report forms part of the Directors' Report in the Company's Annual Report. The Remuneration Report details the Company's policy on the remuneration of its Directors. The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report. The Chairman of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.

Voting exclusion statement

A vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

- a member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report; or
- a closely related party of such a member.

unless the vote is cast:

- by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

3. Re-election of Director - Mr Peter Constable

Mr Peter Constable retires in accordance with clause 15.6 of the Company's Constitution and, being eligible, offers himself for re-election as an Executive Director. Mr Constable was originally appointed to the Board on 26 June 2015. He is currently the Chair of the Company's Board of Directors.

Mr Constable has served as Executive Chairman of the Company since its inception as well as a member of the Company's Audit and Risk Committee. Mr Constable has over 30 years' experience in both Australian and international equity capital markets. He holds a Bachelor of

Economics from Macquarie University and has broad investment experience covering identification, evaluation, strategic analysis and management of capital.

Mr Constable began his career in 1993 as a graduate funds manager with the United Bank of Kuwait, London. He established AM Constable Limited in 1999 which later merged with MMC Asset Management Ltd (MMC) in 2003. Mr Constable was the Chief Investment Officer and Executive Director of MMC until June 2008.

The Board (other than Mr Constable who makes no recommendation in relation to his own re-election) recommends that shareholders vote in favour of this resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Constable.

3. Questions and Comments

In addition to any questions asked or comments made in relation to the specific items of business, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the activities of the Company.