

Simonds Group Limited
Tower 2, Level 17,
727 Collins St, Docklands
Melbourne, VIC 3008

+61 3 9682 0700
ACN 143 841 801
ABN 54 143 841 801
ASX code: SIO

simonds.com.au

SIMONDS GROUP LIMITED

ACN: 143 841 801

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2026 Annual General Meeting of shareholders of Simonds Group Limited (“the Company” or “Simonds Group”) will be held at **11.30 am Melbourne time on Wednesday 11 November 2026 at the offices of PKF, Level 15, 500 Bourke Street Melbourne Victoria 3000 (the Meeting)** for the purpose of transacting the business set out in this Notice of Annual General Meeting (**Notice**).

While shareholders will be able to vote and ask questions at the Meeting, shareholders are encouraged to submit questions in advance of the meeting by email to the Company Secretary at company.secretary@simonds.com.au. Any questions submitted in this way must relate to the business of the Meeting as set out in this Notice and be received at least 48 hours before the scheduled start time for the Meeting. It is possible that there may not be time to address all shareholder questions at the Meeting.

Shareholders who do not plan to attend the Meeting are encouraged to appoint a proxy to attend and vote on their behalf by lodging a duly completed proxy form prior to the cut-off for proxy voting (being 11.30 am Melbourne time on Monday 9 November 2026). Instructions for lodging proxies are included on the personalised proxy forms sent to shareholders along with this Notice.

If it becomes necessary or appropriate to make alternative arrangements for holding the Meeting, the Company will seek to provide shareholders with as much notice as possible by announcing any alternative arrangements to the ASX. Shareholders are encouraged to check for announcements at the ASX website www.asx.com.au, search code “SIO”.

AGENDA

Item 1. Financial Statements and Reports

To receive and consider the Financial Report and the Reports of the Directors and Auditor for the financial year ended 30 June 2026.

Note: There is no vote on this item as no resolution will be required to be passed on this matter.

Item 2. Remuneration Report

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

“That the Remuneration Report contained in the Company's 2026 Annual Report for the financial year ended 30 June 2026 be adopted.”

Note: In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and does not bind the Company or its Directors. Refer below for the voting exclusions that will apply in respect of this resolution.

Item 3. Re-election of Director – Richard Grellman AM

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

“That Mr Richard Grellman, a non-executive Director who retires by rotation in accordance with rule 3.6 of the Constitution of the Company and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Note: biographical details for Mr Grellman are set out in the attached Explanatory Statement.

Item 4. Re-election of Director – Piers O'Brien

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

“That Mr Piers O'Brien, a non-executive Director who retires by rotation in accordance with rule 3.6 of the Constitution of the Company and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Note: biographical details for Mr O'Brien are set out in the attached Explanatory Statement.

Item 5. Resolutions requisitioned by shareholders

Resolutions 5(a) and 5(b) are **not supported** by the independent directors. These resolutions were requisitioned by shareholders holding approximately 10.84% of the Simonds Group Limited shares under section 249N of the Corporations Act.

Item 5(a) – Amendment of the Constitution (special resolution)

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

“That, pursuant to section 136(2) of the Corporations Act 2001 (Cth), the Company's constitution be amended by inserting the following new rule 13.10:

13.10 Specified member resolution

(a) Notwithstanding rule 5.1 or any other provision of this document, the members in general meeting may consider and, if thought fit, pass, by ordinary resolution, the resolution described in paragraph (b) (the Specified Resolution).

(b) *The Specified Resolution is the ordinary resolution proposed by notice given to the Company on 24 August 2026 by NEX Building Group Pty Ltd and McDonald Jones Homes Investments Pty Ltd under section 249N of the Corporations Act 2001 (Cth), being a resolution requesting that the board of directors appoint an independent forensic accountant to investigate and prepare a written report on the application of the resources of the Company and its subsidiaries during the financial years ended 30 June 2020 to 30 June 2026.*

(c) *The Specified Resolution is advisory only and does not bind the Board or the Company.*

(d) *This rule does not authorise the consideration or passage of any resolution other than the Specified Resolution and does not otherwise affect the powers of the Board under rule 5.1.*

(e) *This rule 13.10 is repealed, and ceases to have effect, at the conclusion of the general meeting (including any adjournment of that meeting) at which the Specified Resolution is first put to a vote or, if earlier, at the conclusion of the first general meeting of the Company held after the adoption of this rule. The repeal of this rule does not affect the validity of anything done under it."*

Item 5(b) – Independent forensic investigation (ordinary resolution)

Subject to and conditional upon the passage of the special resolution amending the Company's constitution to insert rule 13.10, to consider and, if thought fit, pass the following as an ordinary resolution (being the Specified Resolution described in rule 13.10):

"That the members of the Company request that the board of directors:

*(a) appoint, within 30 days of this meeting, an independent forensic accountant (the **Independent Accountant**), being a natural person who has, and whose firm has, no current or previous professional engagement or other material association with, or personal connection to:*

*(i) the Company or any of its subsidiaries (together, the **Simonds Group**);*

(ii) Simonds Family Office Pty Ltd;

(iii) any director, senior officer or employee, or former director, senior officer or employee, of any member of the Simonds Group or of Simonds Family Office Pty Ltd;

(iv) any natural person who is a member of the Simonds family; or

(v) any related entity (as defined in section 9 of the Corporations Act 2001 (Cth)) of any person mentioned above,

to investigate and prepare a written report on the application of the Simonds Group's resources during the financial years ended 30 June 2020 to 30 June 2026 inclusive, including:

(A) the operation of the Simonds Group's "Extra-to-Schedule" cost variation process;

(B) the allocation of materials, labour and subcontracted services procured by the Simonds Group as between the Simonds Group and properties owned by or associated with members of the Simonds family, Simonds Family Office Pty Ltd or the Simonds Prestige business;

(C) the Simonds Group's related party arrangements, including their terms, approval and disclosure; and

(D) the Simonds Group's procurement arrangements, including any benefits received by any officer or employee (or former officer or employee) of the Simonds Group from suppliers to the Simonds Group;

(b) ensure that the Independent Accountant is appointed by, instructed by and reports solely to those directors of the Company who have no interest in, or personal connection to, the matters under investigation, and that the scope of the investigation is not confined without the Independent Accountant's prior written agreement;

(c) provide the Independent Accountant with unrestricted access to the Simonds Group's books, records, systems and personnel for the purposes of conducting the investigation; and

(d) within 90 days of the Independent Accountant's appointment, and in any event by no later than 31 March 2027, release to the ASX and to members: (i) a written summary of the Independent Accountant's findings, prepared by the Independent Accountant, certified by the Independent Accountant as a complete and accurate summary of those findings and as containing only such redactions as the Independent Accountant considers necessary to protect legal professional privilege, the confidentiality of whistleblowers or the rights of third parties, and released without alteration or addition; and (ii) a statement by the board of the actions taken or proposed by it in response."

Note: Item 5(b) is a contingent resolution that will only be put to the Meeting if Item 5(a) is passed as a special resolution.

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting in accordance with the Company's Constitution.

VOTING EXCLUSIONS

Item 2 – Remuneration Report

The Corporations Act requires that voting restrictions apply to the Company's key management personnel (**KMP**) and their closely related parties (**CRPs**) in relation to the resolution in Item 2 (Remuneration Report). A vote must not be cast, and the Company will disregard any votes cast, in any capacity on the resolution in Item 2 (Remuneration Report) by or on behalf of:

- a) a member of KMP whose remuneration is disclosed in the Remuneration Report; and
- b) their Closely Related Parties (**CRPs**),

as well as any votes cast as a proxy on the resolution in Item 2 by a member of the KMP at the date of the Meeting and their CRPs, unless the vote is cast as a proxy for a person entitled to vote on the resolution:

- c) in accordance with a direction as to how to vote in the proxy form; or
- d) by the Chair of the Meeting and the Chair has received express authority in the proxy form to vote undirected proxies as the Chair sees fit on the resolution even though the resolution is connected directly or indirectly with the remuneration of members of the KMP.

Definitions

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Corporations Act means the *Corporations Act 2001 (Cth)*.

KMP has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

A **CRP** of a member of the KMP means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependant of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Act.

Please refer to the Notes and Explanatory Memorandum for further information on the proposed resolutions. The accompanying Notes and Explanatory Memorandum form part of this Notice.

By Order of the Board



9 October 2026

Amanda Jones

Company Secretary

NOTES

Who may vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board of the Company (as convenor of the Meeting) has determined that those persons set out in the Company's register of shareholders as at 7.00 pm (Melbourne time) on Monday 9 November 2026 will be entitled to attend and vote at the Meeting. This means that any shareholder registered at 7.00 pm (Melbourne time) on Monday 9 November 2026 is entitled to attend and vote at the Meeting.

Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote on behalf of that shareholder at the Meeting.

- a) A proxy need not be a shareholder.
- b) If the shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint not more than two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that shareholder.
- c) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- d) A proxy form accompanies this Notice.
- e) Unless the shareholder specifically directs the proxy how to vote, the proxy may vote as they think fit or abstain from voting.
- f) If a shareholder wishes to appoint a proxy, the shareholder should complete the proxy form provided along with this Notice and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- g) A proxy has no power to act for a shareholder at a meeting at which the shareholder is present.
- h) The proxy must be signed by the shareholder or their attorney duly authorised in writing or, if the shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- i) If any attorney or authorised officer signs the proxy form on behalf of a shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the form of proxy.
- j) The proxy form (together with any relevant authority) must be received at least 48 hours before the time for which the Meeting has been called or, if the Meeting has been adjourned, at least 48 hours before the resumption of the Meeting.

You can lodge your completed proxy form, letter of representation or power of attorney:

- Online: <https://votingonline.com.au/sio2026>
- By fax: +61 2 9290 9655
- By mail to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
- In person: Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia

Shareholders are encouraged to submit their proxy forms online or by facsimile. If you wish to post a proxy form, please be aware of current postal timeframes, including the possibility of delays due to reduced frequency of deliveries by postal services.

Undirected proxies and Chair voting intention

If a shareholder appoints the Chair as their proxy and does not direct the Chair how to vote, they are authorising the Chair to vote as the Chair sees fit. The Chair intends to vote all undirected proxies able to be voted in favour of the resolutions at Items 2, 3 and 4 and against the resolutions at Item 5.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. Alternatively, corporate shareholders can submit a proxy form in accordance with the instructions set out above.

Attending and voting at the meeting

Shareholders will be able to attend the Meeting in person, ask questions and vote.
Voting on all resolutions to be considered at the Meeting will be conducted by a poll.

Results of the meeting

Voting results will be announced on the ASX as soon as practicable after the Meeting and will also be made available on the Company's website at www.simondsgroup.com.au/investor-centre.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Meeting.

This Explanatory Memorandum is to assist shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the items of business (including proposed resolutions) set out in the Notice. Both documents should be read in their entirety and in conjunction with each other.

Item 1: Financial Statements and Reports

At this Meeting, the shareholders will consider the Company's financial statements and the Directors' and Auditor's Reports for the Company for the year ended 30 June 2026.

Shareholders are not required to vote on the financial statements. However, shareholders will be given reasonable opportunity at the Meeting to raise questions on the financial statements and reports. Shareholders will also be able to ask a representative of the Company's auditor questions relevant to the audit of the financial statements and reports.

Item 2: Remuneration Report

The Corporations Act requires that, as a listed entity, the Company puts to a shareholder vote a resolution that the Remuneration Report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will consider the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for KMP. The Remuneration Report is part of the Annual Report (in a separate and clearly defined section) for the financial year ending 30 June 2026.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Remuneration Report for the financial year ended 30 June 2026:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between remuneration of executives and the Company's performance;
- sets out the remuneration arrangements for KMP; and
- explains the difference between the basis for remunerating Non-Executive Directors and Senior Managers.

Voting consequences – Remuneration Report

In accordance with section 250R(3) of the Corporations Act, the vote on Item 2 is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the shareholders will be required to vote at the second of those annual general meetings on a resolution (**spill resolution**) that another meeting will be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election (provided that a spill resolution is not required if a spill resolution was put to the vote at the previous annual general meeting).

At the annual general meetings of the Company held in 2024 and 2025, more than 25% of the votes cast on the resolution to adopt the remuneration report for the relevant financial year were voted against the resolution and accordingly, the Company received a first and second strike on its Remuneration Report. At the 2025 annual general meeting, due to the second strike and as required by section 250V of the Corporations Act, a spill resolution was put to the meeting and was passed. Consequently, an extraordinary general meeting was held on 21 January 2026, at which Mark Simonds, Piers O'Brien,

Richard Grellman and Andrew Bloore stood for re-election. All directors were re-elected at that meeting. Since a spill resolution was put to shareholders at the 2025 annual general meeting, the Company is not required to put a spill resolution to shareholders at the 2026 annual general meeting.

The Board has continued to engage with shareholders regarding remuneration and governance matters and has considered feedback received in connection with the 2025 remuneration report vote.

Board Recommendation

The Board recommends shareholders vote in favour of adoption of the Remuneration Report. The Chair of the Meeting intends to vote all 'open' proxies in favour of this resolution where permitted by law to do so.

Items 3 and 4: Re-election and Election of Directors – Richard Grellman and Piers O'Brien

In accordance with rule 3.6 of the Company's Constitution, at every annual general meeting, one third (or if that is not a whole number, the whole number nearest to one third) of the Company's Directors (who are neither the Managing Director nor a director appointed, and required to retire, under rule 3.3) must retire from office by rotation and are eligible for re-election. At the Company's last annual general meeting on 12 November 2025, the following individuals were elected (or re-elected, as the case may be) to the Board of Directors of the Group:

- Mr Mark Simonds as an executive Director; and
- The Hon. Michael Sukkar as a non-executive Director.

The nominated Directors to retire at the Meeting and who, being eligible, have put themselves forward for re-election as Director of the Company are Mr Richard Grellman and Mr Piers O'Brien, who are non-executive directors.

The Nomination & Remuneration Committee and the Board have reviewed the performance of each of Richard Grellman and Piers O'Brien and are satisfied that they continue to bring valuable expertise and experience to the Board.

Item 3: Re-election of Director – Richard Grellman AM

Richard is an Independent, Non-Executive Director of Simonds Group Limited. He is the Chair of the Group's Audit & Risk Committee and a member of the Nomination & Remuneration Committee.

Richard has been a professional non-executive director since 2000 and has been Chairman or Non-Executive Director of many public, private and Not for Profit Companies.

Prior to that, he worked at KPMG for 32 years, including as a partner from 1982 to 2000.

Board Recommendation

The Board (excluding Mr Richard Grellman) unanimously recommends that shareholders vote in favour of the election of Mr Richard Grellman as Director of the Company. The Chair of the Meeting intends to vote all 'open' proxies in favour of this resolution where permitted by law to do so.

Item 4 – Re-election of director – Piers O'Brien

Piers O'Brien is Chair of the Nomination & Remuneration Committee and a member of the Audit & Risk Committee.

Piers is a qualified lawyer with over 20 years' professional experience. Piers spent over 17 years working in in-house legal roles as both General Manager Legal and General Counsel, including managing the legal function at ASX200 company Skilled Group Limited. Piers is Chief Executive Officer of the Simonds Family Office.

Board Recommendation

The Board (excluding Mr Piers O'Brien) unanimously recommends that shareholders vote in favour of the election of Mr Piers O'Brien as Director of the Company. The Chair of the Meeting intends to vote all 'open' proxies in favour of this resolution where permitted by law to do so.

Item 5 – resolutions requisitioned by shareholders

The Board takes all concerns raised by shareholders seriously and is committed to high standards of governance, accountability and transparency. As disclosed previously, an Independent Board Committee (IBC) was established to oversee enquiries into related matters.

The IBC considers that it is important that any concerns regarding the conduct of the Company's affairs are assessed appropriately, independently where necessary, and in a manner that enables the directors to discharge their duties under the Corporations Act and the Company's constitution.

The IBC does not, however, consider that the proposed resolutions are in the best interests of the Company or the shareholders as a whole.

The proposed resolutions seek to prescribe in detail the scope, conduct, timing, reporting requirements and criteria for any investigation. The IBC believes that the directors must retain the ability to determine the most appropriate and proportionate response to issues raised, having regard to their statutory and fiduciary duties and the interests of all shareholders.

The Board remains committed to acting in the best interests of the Company and all shareholders and will continue to assess and respond to matters raised by shareholders in accordance with its legal obligations and governance responsibilities.

IBC Recommendation:

The IBC has carefully considered the proposed resolutions.

While the IBC supports appropriate scrutiny of the Company's affairs and is committed to maintaining strong governance and accountability practices, the IBC does not consider that the proposed resolutions are necessary or in the best interests of the Company and shareholders as a whole.

The IBC considers that:

- the matters the subject of the proposed resolutions are already subject to appropriate established governance, oversight and control processes;
- the proposed investigation would involve significant cost and management distraction;
- the proposed resolutions would impose an inflexible and prescriptive framework for the conduct of any investigation; and
- directors must retain the ability to determine the appropriate response to matters raised by shareholders, consistent with their duties under the Corporations Act and otherwise at law.

The independent directors constituting the IBC unanimously recommend that shareholders vote **against** the resolution in Item 5(a) – Amendment to the Constitution and the resolution in Item 5(b) – Independent forensic investigation, if it is put to the Meeting. Directors who may be perceived as having an interest in the proposed resolutions make no recommendation.

The Chair of the Meeting intends to vote all 'open' proxies **against** both resolutions where permitted by law to do so.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:30am (Melbourne time) on Monday, 9 November 2026.**

🖨 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/sio2026>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:30am (Melbourne time) on Monday, 9 November 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 Online	https://www.votingonline.com.au/sio2026
📠 By Fax	+ 61 2 9290 9655
✉ By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤 In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **SIMONDS GROUP LIMITED** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **offices of PKF, Level 15, 500 Bourke Street Melbourne, Victoria 3000 at 11.30 am (Melbourne time) on Wednesday, 11 November 2026** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Item 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote all undirected proxies able to be voted in favour of the Items 2, 3 and 4 and against the Items at Item 5. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Remuneration Report	☐	☐	☐
Item 3	Re-election of Director – Richard Grellman AM	☐	☐	☐
Item 4	Re-election of Director – Piers O'Brien	☐	☐	☐
Item 5(a)	Amendment of the Constitution [Special Resolution]	☐	☐	☐
Item 5(b)	Independent forensic investigation	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2026