

17 October 2022

## DURATEC LTD – 2022 ANNUAL GENERAL MEETING

Dear Shareholder,

I am pleased to invite you to attend the 2022 Annual General Meeting of Duratec Ltd (**Duratec**), which will be held at 11:30am (AWST) on Friday 18 November 2022 (**Meeting**) at The Melbourne Hotel, 33 Milligan Street, Perth, Western Australia.

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Notice of Meeting and the accompanying Explanatory Statement are being made available to shareholders electronically. The Duratec Notice of Meeting is available for you to view and download on the Duratec website at [www.duratec.com.au/investors/announcements](http://www.duratec.com.au/investors/announcements) or from the ASX announcements website ([www.asx.com.au](http://www.asx.com.au)) using the ASX code: DUR.

Shareholders will be able to participate in person at the Meeting venue or via a live webcast of the meeting through the Computershare online platform (webcast link: <https://meetnow.global/MGYWWA6>), including the ability to ask questions (written or oral) and vote online during the Meeting.

Your participation in the Meeting is important to us. If you are unable to attend the Meeting at the scheduled time, you can participate in the Meeting by lodging a proxy vote. As voting on all resolutions at the Meeting will be conducted by poll, your lodged proxy vote will be included in the vote on each resolution.

Shareholders can either lodge the proxy appointment online at [www.investorvote.com.au](http://www.investorvote.com.au) or sign and return the proxy form to the Company's share registry, Computershare Investor Services Pty Limited, in accordance with the instructions on the form, so that it is received by **11:30am (AWST) on 16 November 2022**.

Duratec is committed to promoting positive environmental outcomes, so we encourage all shareholders to provide an email address to receive their communications online. This ensures we are providing you with the information you need in the fastest, most cost-effective manner possible, while also significantly reducing our environmental impact. To provide your details online, visit <https://www.computershare.com.au/easyupdate/DUR>. Follow the prompts to update your information, add your email address and update your 'Communications' preferences.

For a detailed overview of Duratec's performance and operations for the year ended 30 June 2022, I encourage you to read the 2022 Annual Report prior to the Meeting. The 2022 Annual Report can be found on the Duratec website at [www.duratec.com.au](http://www.duratec.com.au).

If you are unable to access the meeting materials online, please call the Company Secretary on +61 8 9389 2111.

For and on behalf of the Board,



**Dennis Wilkins**  
Company Secretary

### HEAD OFFICE

108 Motivation Drive, Wangara WA 6065  
08 6206 6900  
[info@duratec.com.au](mailto:info@duratec.com.au)  
[duratec.com.au](http://duratec.com.au)

Duratec Limited  
ABN 94 141 614 075  
ASX code: DUR

### DIRECTORS

Phil Harcourt - Managing Director  
Chris Oates - Executive Director  
Martin Brydon - Non-Executive Chairman  
Gavin Miller - Non-Executive Director  
Dennis Wilkins - Company Secretary

**Duratec Limited**  
**ACN 141 614 075**

**Notice of 2022 Annual General Meeting**  
**and**  
**Explanatory Statement**

**Date of Meeting**

18 November 2022

**Time of Meeting**

11:30am (AWST)

**Place of Meeting**

The Melbourne Hotel  
33 Milligan Street  
Perth WA 6000

***THIS IS AN IMPORTANT DOCUMENT***

*Please read it carefully and in its entirety. If you do not understand it, please consult with your professional advisers.*

THE ANNUAL REPORT IS AVAILABLE ON THE COMPANY'S WEBSITE

[www.duratec.com.au](http://www.duratec.com.au)

**Duratec Limited**  
**ACN 141 614 075**  
**(Company)**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the annual general meeting of the Shareholders of Duratec Limited will be held as a hybrid meeting online and at The Melbourne Hotel, 33 Milligan Street, Perth WA 6000 on 18 November 2022 at 11:30am (AWST) for the purpose of transacting the following business, in each case, as more particularly described in the Explanatory Statement accompanying this Notice.

Shareholders will be able to participate in person at the Meeting. Shareholders who would prefer not to attend in person may choose to participate in a live webcast of the Meeting through the Computershare online platform, including the ability to ask questions (written and oral) and vote online during the Meeting. For more information on Shareholder questions and how to vote, refer to the Notes section in the Notice.

**Registration for the physical meeting and online will open at 11:00am (AWST) on 18 November 2022.**

**Webcast link:** <https://meetnow.global/MGYWWA6>

Duratec recommends that participants of the webcast register at least 15 minutes before the scheduled commencement of the AGM.

Even if you plan to attend the AGM, you are encouraged to submit your Proxy Form in advance of the AGM so that your votes can still be counted if for any reason you cannot attend on the day (for example, if you experience an issue with your internet connection).

Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

### **FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the Financial Report of the Company, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2022.

### **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*That, for the purpose of section 250R(2) of the Corporations Act, the Remuneration Report, which forms part of the Directors' Report for the financial year ended 30 June 2022, be adopted.*

**Note:** In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution will be advisory only and does not bind the Directors or the Company.

A Voting Prohibition Statement for this Resolution is set out below.

### **RESOLUTION 2: RE-ELECTION OF MR CHRIS OATES AS A DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*That, for the purposes of clause 13.3 of the Constitution, and Listing Rule 14.5, and for all other purposes, Mr Chris Oates, who retires in accordance with clause 13.3 of the Constitution and, being eligible for re-election, be re-elected a Director of the Company.*

### **RESOLUTION 3: APPROVAL OF EMPLOYEE EQUITY PLAN**

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*That, for the purpose of Listing Rule 7.2 (Exception 13(b)), section 200E of the Corporations Act and for all other purposes, approval is given for the Company to adopt the Employee Equity Plan titled "Duratec Limited Rules of the Employee Equity Plan" (**Employee Equity Plan**) and to grant a maximum of 24,000,000 securities under the Employee Equity Plan during the three year period from the date of approval pursuant to the terms of which are summarised in the Explanatory Statement accompanying this Notice of Meeting, and the issue of securities and the giving of benefits under the Employee Equity Plan from time to time (including the grant of Performance Rights and the issue or transfer of Shares upon vesting of Performance Rights issued under the Employee Equity Plan).*

A Voting Exclusion Statement and a Voting Prohibition Statement for this Resolution is set out below.

### **RESOLUTION 4: APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE EMPLOYEE EQUITY PLAN**

To consider and, if thought fit, to pass, with or without amendment, the following **ordinary resolution**:

*That, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Awards issued or to be issued under the Duratec Limited Rules of the Employee Equity Plan, the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office is approved under and for the purposes of Part 2D.2 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Statement.*

A Voting Prohibition Statement for this Resolution is set out below.

### **RESOLUTION 5: REPLACEMENT OF CONSTITUTION**

To consider and, if thought fit, to pass, with or without amendment, the following **special resolution**:

*That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chair of the Meeting for identification purposes.*

**By order of the Board:**



.....  
**Dennis Wilkins**  
Company Secretary  
29 September 2022

## **VOTING EXCLUSIONS AND PROHIBITIONS**

### **Resolution 1 – Adoption of Remuneration Report:**

#### *Voting Prohibition*

A vote on Resolution 1 must not be cast:

- in any capacity, by or on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member; or
- by a person appointed as a proxy if the person is a member of the KMP at the date of the Meeting, or a Closely Related Party of KMP.

However, a person (a **Voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and either:

- the Voter is appointed as proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- the Voter is the Chair and the appointment of Chair as proxy for a person entitled to vote on Resolution 1:
  - does not specify a voting direction; and
  - expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

### **Resolution 3 – Approval of Employee Equity Plan**

#### *Voting Exclusion*

The Company will disregard any votes cast in favour of Resolution 3 by, or on behalf of:

- a person who is eligible to participate in the Plan; or
- any Associate of those persons.

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

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

#### *Voting Prohibition*

A vote on Resolution 3 must not be cast (in any capacity) by or on behalf of a Relevant Executive or an Associate of a Relevant Executive.

However, subject to further voting prohibition and the voting exclusion above, this does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of a Relevant Executive or an Associate of a Relevant Executive.

A person appointed as proxy must not vote in the basis of that appointment, on Resolution 3, if the person is a member of the KMP or Closely Related Party of the KMP and the appointment does not specify the way the proxy is to vote on the resolution.

However, the above paragraph does not apply if:

- the KMP is the Chair of the Meeting; and

- the appointment expressly authorises the Chair of the Meeting to exercise the proxy even though Resolution 3 is connected directly or indirectly with remuneration of a member of the KMP.

#### **Resolution 4 - Approval of potential termination benefits under the Employee Equity Plan**

##### *Voting Prohibition*

A vote on Resolution 4 must not be cast (in any capacity) by or on behalf of a Relevant Executive or an Associate of a Relevant Executive.

However, this does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of a Relevant Executive or an Associate of a Relevant Executive.

A person appointed as proxy must not vote in the basis of that appointment, on Resolution 4, if the person is a member of the KMP or Closely Related Party of the KMP and the appointment does not specify the way the proxy is to vote on the resolution.

However, the above paragraph does not apply if:

- the KMP is the Chair of the Meeting; and
- the appointment expressly authorises the Chair of the Meeting to exercise the proxy even though Resolution 4 is connected directly or indirectly with remuneration of a member of the KMP.

## NOTES

### PROVISION OF ANNUAL GENERAL MEETING MATERIALS

Following recent amendments to the Corporations Act 2001 (Cth), the Company will now issue notices of annual general meetings electronically unless a Shareholder has made an election to receive a paper copy of these documents.

All Shareholders will be able to access the Notice of Meeting (including the Proxy Form) and a link to the Online Meeting Guide on the Company's website at: [www.duratec.com.au/investors/announcements](http://www.duratec.com.au/investors/announcements). The Company has also provided the Meeting materials on the Company's ASX announcements page which are therefore available through the ASX market announcements platform by inserting Duratec's ASX code (DUR) into the search function on <https://www.asx.com.au/asx/statistics/announcements.do>.

Any Shareholders that have nominated an email address and have elected to receive electronic communications from the Company, will also receive an email to their nominated address with a link to an electronic copy of the Notice of Meeting (including the Proxy Form).

Receiving your communications electronically is the best way to stay informed and has the added advantage of being more cost effective, which benefits all Shareholders. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change, visit <http://www.computershare.com.au/easyupdate/DUR> and follow the prompts.

If you are unable to access the relevant Meeting materials online, please contact the Company Secretary on +61 8 9389 2111.

### HOW TO ATTEND

The Meeting will be held as a hybrid meeting, so you can attend the Meeting in person or online.

#### *In person*

Shareholders will be able to participate in person at the Meeting by attending The Melbourne Hotel, 33 Milligan Street, Perth WA 6000 on 18 November 2022 at 11:30am (AWST) with registration from 11:00am (AWST).

#### *Online Meeting Platform*

Shareholders have the option to participate in the AGM in real-time using the online platform. To use the online platform you will require a computer, tablet, or mobile device with an internet connection.

It is recommended that Shareholders login to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the following instructions:

- Online registrations will open from 11:00am (AWST).
- Shareholders can register to participate in the Meeting via the online platform using a web browser or mobile device: <https://meetnow.global/MGYWWA6>.
- Click on "Join Meeting Now".
- Enter your SRN / HIN. Proxyholders will need to contact Computershare on +61 3 9515 4024 prior to the meeting to obtain their login details.
- Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop down list.
- Read and, if you are prepared to do so, accept the Terms and Conditions and click "Continue".
- Participating in the Meeting online enables Shareholders to view the AGM live, comment, and ask questions (written or oral), and vote in real-time at appropriate times during the Meeting.

It is possible that technical difficulties may arise during the course of the Meeting, in which case the Chair has discretion as to whether and how the Meeting should proceed. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to appoint a proxy and submit a completed Proxy Form by no later than 11:30am (AWST) on 16 November 2022.

More information about online participation is available in the Online Meeting Guide available online at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

## VOTING INFORMATION

### Eligibility to vote

The Board has determined, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that persons who are registered holders of Shares as at 4:00 pm (AWST) on Wednesday, 16 November 2022 will be entitled to attend and vote at the Meeting.

If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### Voting procedure

All Resolutions will be decided by a poll rather than a show of hands. The Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of all Resolutions.

### How to vote

If you attend the Meeting in person, you will be able to vote directly in the poll during the Meeting. Shareholders participating via the online platform will be able to vote on the Resolutions in real time.

Voting on the Resolutions at the Meeting is important, and the Board encourages all Shareholders to either vote at the Meeting or submit a valid Proxy Form. Shareholders can either lodge the proxy appointment online at [www.investorvote.com.au](http://www.investorvote.com.au) or sign and return the Proxy Form to the Company's share registry, Computershare Investor Services Pty Limited, in accordance with the instructions on the form, so that it is received by **11:30am (AWST) on 16 November 2022**.

## SHAREHOLDER QUESTIONS

Shareholders attending the Meeting in person and online will have a reasonable opportunity to ask questions relevant to the business of the Meeting.

The online platform will have the ability for Shareholders to ask their questions and make comments either in writing or orally. In order for Shareholders to ask their questions or make comments orally, a working microphone connected to the online platform is required.

Shareholders who are unable to attend the Meeting or wish to submit questions prior to the Meeting may submit written questions by emailing [agm@duratec.com.au](mailto:agm@duratec.com.au). In order for questions to be appropriately considered, it is recommended that questions be received by 11:30am (AWST) on 16 November 2022.

The more frequently raised Shareholder issues will be addressed by the Chair during the Meeting. There will be an allotted time for questions and the Board will endeavour to respond to as many Shareholder questions as possible. However, there may still not be sufficient time available at the Meeting to address all the questions raised. Please note that individual responses will not be sent to Shareholders.

## PROXY INFORMATION

### Voting by proxy

To vote by proxy, please complete and sign the enclosed personalised Proxy Form and return **by no later than 11:30am (AWST) 16 November 2022**, being 48 hours prior to the commencement of the Meeting:

- by **lodging your Proxy Form online** at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information provided on your Proxy Form or by using your mobile device to scan the personalised QR code; or
- by **posting your completed Proxy Form** to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001; or
- by **delivering your completed Proxy Form by fax** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company and can be an individual or a body corporate; and



- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise one-half of the votes.

### **Chair as proxy**

If you appoint the Chair of the Meeting as your proxy (or the Chair becomes your proxy by default) and you do not direct your proxy how to vote on the proposed Resolutions set out in this Notice, then you will be authorising the Chair to vote as he or she decides on the proposed Resolutions (even if the Resolution is connected with the remuneration of a member of the Company's KMP). The Chair intends to vote (where appropriately authorised) as proxy in favour of each Resolution.

If you appoint the Chair as your proxy and wish to direct the Chair how to vote, you can do so by marking the boxes for the relevant Resolution (i.e., by directing the Chair to vote "For", "Against" or "Abstain").

If you appoint a member of KMP (other than the Chair) or any Closely Related Party of a member of KMP as your proxy, you must direct that person how to vote on Resolutions 1, 3 and 4 if you want your Shares to be voted on those Resolutions. If you appoint a member of KMP (other than the Chair) or any Closely Related Party of a member of the KMP and you do not direct them how to vote on Resolutions 1, 3 or 4, such a person will not cast your votes on that Resolution and your votes will not be counted in calculating the required majority if a poll is called on that Resolution.

### **CORPORATE REPRESENTATIVES**

A body corporate which is a Shareholder, or that has been appointed as a proxy, must appoint a person to act as its representative at the Meeting if it wishes to attend and vote at the Meeting. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the share registry or the Company prior to the Meeting or at the registration desk on the day of the Meeting.

### **POWERS OF ATTORNEY**

If you appoint an attorney to attend and vote at the Meeting on your behalf, the power of attorney (or a certified copy) must be received by the share registry by 11:30am (AWST) on 16 November 2022, unless the power of attorney has previously been lodged with the share registry.

**Duratec Limited**  
**ACN 141 614 075**  
**(Company)**

## **Explanatory Statement**

This Explanatory Statement is prepared for the benefit of Shareholders of Duratec to better understand the Resolutions to be put to the annual general meeting of the Company to be held on 18 November 2022 at 11:30am (AWST) with a live webcast and at The Melbourne Hotel, 33 Milligan Street, Perth WA 6000.

This Explanatory Statement forms part of, and should be read together with, the Notice of Meeting. Capitalised terms used in this Explanatory Statement are defined in the Glossary.

### **ACCOUNTS AND REPORTS**

The Company's Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2022 will be laid before the Meeting. A copy of the Company's Annual Report for the year ended 30 June 2022, which includes these reports, is available on the Company's website at [www.duratec.com.au](http://www.duratec.com.au) and on ASX's website [www.asx.com.au](http://www.asx.com.au), under the Company's code "DUR".

There is no requirement for Shareholders to approve these reports. Shareholders will be given a reasonable opportunity at the AGM to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's Auditor questions about the conduct of the audit, the preparation and content of the 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.

### **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

#### **1.1. General**

Section 250R(2) of the Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the outcome of the vote and the discussion will be considered by the Company's Remuneration and Nomination Committee when evaluating the remuneration arrangements of the Company in the future.

The Remuneration Report of the Company for the period ended 30 June 2022 is set out in the Company's Annual Report on pages 30 to 36. This report includes information about the principles used to determine the nature and amount of remuneration and sets out the remuneration arrangements for each Director and member of the KMP.

As set out in the Remuneration Report, in determining executive remuneration, the Board aims to ensure that remuneration practices:

- (a) are competitive and reasonable, enabling the Company to attract and retain key talent while building a diverse, sustainable, and high achieving workforce;
- (b) are aligned to the Company's strategic and business objectives and the creation of Shareholder value;
- (c) promote a high performance culture recognising that leadership at all levels is a critical element in this regard;
- (d) are transparent; and
- (e) are acceptable to Shareholders.

Further details regarding the Company's remuneration policy and structure of executive and non-executive remuneration are set out in the Annual Report.

Shareholders will be given a reasonable opportunity to ask questions about, or comment on, the Remuneration Report at the Meeting.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

## 1.2 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement and the Remuneration Report, all the Directors consider that Resolution 1 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 1.

## RESOLUTION 2: RE-ELECTION OF MR CHRIS OATES AS A DIRECTOR

### 2.1 General

Mr Christopher John Oates was appointed as a Director on 26 August 2010. The Board does not consider Mr Oates to be an independent Director.

Clause 13.3 of the Constitution and Listing Rules 14.4 and 14.5 require that a Director must retire from office at the third annual general meeting after the Director was elected or last re-elected (other than the Managing Director), and that an election of a Director must be held at each annual general meeting. The Directors to retire at an annual general meeting are those who have held office the longest since their last election. If two or more Directors have held office for the same period, those Directors may agree between themselves which of them will retire, otherwise they are to draw lots.

Accordingly, Mr Oates retires as a Director of the Company and, being eligible, offers himself for re-election as a Director.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

### 2.2 Director's biography and experience

Mr Oates holds a Bachelor of Science in Construction Management and Economics and has over 25 years' experience in the construction and remediation industries. As General Manager and Executive Director of Duratec, Mr Oates is responsible for the general management of the Company in Western Australia and the Northern Territory and has been involved in securing and delivering a wide range of projects across numerous sectors, including mining and resources, oil and gas, water and wastewater, transport infrastructure, marine as well as direct engagement with projects on Department of Defence bases across Australia. Mr Oates is a registered builder across the business in several states and territories.

Mr Oates is currently a member of the Audit and Risk Committee and Nomination and Remuneration Committee. Mr Oates holds securities in the Company, as detailed in his most recent Appendix 3Y lodged with ASX on 15 March 2022, available on the ASX website at [www.asx.com.au](http://www.asx.com.au) (code: DUR) and on Duratec's website at [www.duratec.com.au](http://www.duratec.com.au).

### 2.3 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 2 is in the best interests of the Company, as Mr Oates has a wealth of experience and expertise which is valuable to the Company. The Directors (other than Mr Oates because of his interest in this Resolution) unanimously recommend that Shareholders vote in favour of Resolution 2.

## RESOLUTION 3 – APPROVAL OF EMPLOYEE EQUITY PLAN

### 3.1 General

Resolution 3 seeks Shareholders approval for the adoption of an employee equity plan titled "Duratec Limited Rules of the Employee Equity Plan" (**Employee Equity Plan**) in accordance with Listing Rule 7.2 (Exception 13).

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Listing Rule 7.2 (Exception 13) sets out an exception to Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to issue Awards under the Employee Equity Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that 12,970,000 securities have previously been issued under the Employee Equity Plan. The maximum number of equity securities proposed to be issued under the Employee Equity Plan following approval is 24,000,000.

The objective of the Employee Equity Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Employee Equity Plan and the future issue of securities under the Employee Equity Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Awards under the Employee Equity Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

The Employee Equity Plan incorporates recent amendments to the Corporations Act, as set out in section 3.3, since a summary of the terms of the Employee Equity Plan was set out in the Company's Replacement Prospectus dated 15 October 2020. A summary of the key terms and conditions of the Employee Equity Plan is set out in Annexure A.

In addition, a copy of the Employee Equity Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Employee Equity Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

A voting exclusion statement is included in Resolution 3 of this Notice.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

### **3.2 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Company will be able to issue Awards under the Employee Equity Plan to eligible participants over a period of 3 years without impacting on the Company's 15% placement capacity under Listing Rule 7.1 in any 12 month period.

The Company must still seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Awards under the Employee Equity Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 3 is not passed, the Company will still be able to proceed with the issue of Awards to eligible participants - however, any issues of Awards will fall within the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

### **3.3 Summary of legislative changes**

The *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth) introduced a new Division 1A into Part 7.12 of the Corporations Act in relation to employee share schemes (**New Rules**). The legislation, which takes effect from 1 October 2022, replaces and expands the current ASIC Class Order [CO 14/1000] (together, the **Class Order**).

A summary of the key changes applicable to the Company under the New Rules are set out below.

#### **(a) Expanded eligibility**

Class Order regulatory relief was previously only available for issues to directors, full time and part time employees and casual employees or contractors that are 40% or more full time equivalent.

Under the New Rules, an offer may only be made to specified "primary participants" (being directors, employees and service providers, with no minimum requirements of hours of service provided) or certain related persons to a primary participant (such as certain immediate family members, controlled bodies corporate or a related self-managed superannuation fund).

#### **(b) Issue cap**

*No monetary consideration*

Under the Class Order, issue caps of 5% of a listed entity's fully paid shares apply over a rolling period of 3 years (irrespective of whether monetary consideration is required) when relying on Class Order relief.

Under the New Rules, there is no cap on issues made for no monetary consideration. Caps only apply to issues made for monetary consideration (being 5% for listed entities unless a higher cap is specified in the Constitution).

Further, offers of eligible interests to participants under an employee securities incentive plan which would not ordinarily require disclosure, such as offers to senior managers or small-scale offerings are not required to comply with the issue cap.

#### *Monetary consideration*

As noted above, under the Class Order, issue caps of 5% of a listed entity's fully paid shares apply over a rolling period of 3 years (irrespective of whether monetary consideration is required) when relying on Class Order relief.

Under the New Rules, the number of ESS interests issued over a three-year period must not exceed 5% of the issued share capital unless the entity's constitution specifies a different issue cap.

### **(c) Disclosure requirements**

The Class Order does not distinguish between offers for monetary consideration and those without, with the same disclosure requirements for both offers.

Under the New Rules, offers made for no monetary consideration do not have any specific requirements, other than the need for a statement that the offer is made pursuant to Division 1A of Part 7.12 of the Corporations Act.

In the case of offers made for monetary consideration, an offer document is required (with specific disclosure requirements) and participants cannot acquire their interests until 14 days after receiving the necessary disclosure from the entity.

### **(d) Quotation and suspension requirements**

Class Order relief is only available where an entity meets the minimum quotation period of 3 months prior to making an offer of eligible interests. In addition, relief is prohibited if an entity is suspended from quotation for over 5 days in the preceding 12-month period.

Under the New Rules, listed entities can offer eligible interests without first meeting any minimum quotation period, and regardless of any suspensions to the trading of securities.

### **(e) On-sale relief**

The Class Order provides relief from the on-sale provisions for securities issued under the Class Order.

Pursuant to the New Rules, listed entities must issue a cleansing notice to ensure that any Shares issued (including following the exercise of any options and performance rights) may be on-sold within 12 months of issue.

### **(f) Criminal offences**

A number of new offences are created under the New Rules, including misleading and deceptive statement offences and offences relating to holding participants' money. In addition, regulatory relief can be revoked if any of the below are breached:

- (i) compliance with the monetary cap;
- (ii) compliance with the issue cap; and
- (iii) providing disclosure documents at the required time.

## **3.4 Directors' Recommendation**

The Board declines to make a recommendation in relation to Resolution 3 due to their material personal interest in the outcome of the Resolution.

## **RESOLUTION 4 - APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE EMPLOYEE EQUITY PLAN**

### **4.1 General**

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of "termination benefits" to officers of listed entities.

As is common with employee incentive schemes, the Employee Equity Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Awards granted to a participant under the Employee Equity Plan will not lapse in the event of that participant ceasing their engagement with the Company before such Awards have vested. This 'accelerated vesting' of Awards may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained. Accordingly, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with Resolution 4.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

#### **4.2 Part 2D.2 of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Employee Equity Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company on the terms and conditions in this Explanatory Statement.

As noted above, under the terms of the Employee Equity Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Awards. Notwithstanding this, without the consent of the participant in the Employee Equity Plan, no amendment may be made to the terms of any granted Award which materially reduces the rights of the participant in respect of that Award, other than an amendment introduced primarily to comply with present or future legislation applicable to the Employee Equity Plan or a member of the Group, or to correct any manifest error or mistake.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Awards will not lapse in the event of the participant ceasing employment or office before the vesting of their Awards. The Board's current intention is to only exercise this discretion where the person leaves employment or office without fault on their part.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Employee Equity Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Awards at the time of their leaving.

#### **4.3 Value of Termination Benefits**

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Employee Equity Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Awards that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Awards at the time the participant's employment or office ceases; and
- (b) the number of unvested Awards that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

#### **4.4 Directors' recommendation**

The Board declines to make a recommendation in relation to Resolution 4 due to their material personal interest in the outcome of the Resolution.

## **RESOLUTION 5 – REPLACEMENT OF CONSTITUTION**

### **5.1 General**

Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution or any provision of its constitution by a special resolution of its Shareholders.

Resolution 5 is a Special Resolution which will enable the Company to repeal its existing constitution which was dated 24 September 2020 (Existing Constitution) and adopt a new constitution (the Proposed Constitution), which is being updated to ensure that it reflects the current requirements of the Corporations Act, the ASX Listing Rules and good governance. The Directors believe that in the circumstances it is preferable to replace the Existing Constitution with the Proposed Constitution, rather than to amend a multitude of specific rules.

The Proposed Constitution is broadly consistent with the provisions of the Existing Constitution adopted on 24 September 2020.

A copy of the Proposed Constitution is available for review by Shareholders on Duratec's website at [www.duratec.com.au/investors/corporate-governance](http://www.duratec.com.au/investors/corporate-governance).

Resolution 5 is a special resolution, requiring it to be passed by 75% of votes cast by the Shareholders entitled to vote on it.

### **5.2 Summary of changes**

There are amendments that are not material or that have no material impact on Shareholders. These include to update immaterial provisions to reflect the current position under the Corporations Act, ASX Listing Rules and other applicable rules, and of a drafting, procedural or administrative nature.

Furthermore, although the Existing Constitution provides expressly for holding general meetings exclusively using technology, as virtual meetings, the provisions of the Proposed Constitution provide that any general meeting may be held virtually more clearly, using technology only, provided the technology gives members as a whole a reasonable opportunity to attend, participate, be heard and vote and otherwise meets applicable legal requirements.

### **5.3 Directors' recommendation**

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 5 is in the best interests of the Company. The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

## GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

**AGM** means an annual general meeting of shareholders;

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2022;

**Associate** has the meaning set out in sections 11 to 17 of the Corporations Act;

**ASX** means ASX Limited ABN 98 008 624 691 and where the context permits, Australian Securities Exchange operated by ASX Limited;

**Auditor** means the auditor of the Company, being RSM Australia Partners;

**Auditor's Report** means the Auditor's report on the Financial Report;

**Award** means a right, option or restricted share in the Company granted pursuant to the Employee Equity Plan;

**Board** means the board of Directors of Duratec, as constituted from time to time;

**Chair** means the chair of the Meeting;

**Closely Related Party** has the meaning given in the Corporations Act;

**Company** or **Duratec** means Duratec Limited ACN 141 614 075;

**Constitution** means the existing constitution of the Company adopted in 2020, as amended;

**Corporations Act** means the Corporations Act 2001 (Cth), as amended;

**Director** means a director of the Company;

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company;

**Employee Equity Plan** means the Duratec Limited Rules of the Employee Equity Plan, as amended;

**Explanatory Statement** means the Explanatory Statement accompanying the Notice;

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company;

**KMP** means key management personnel of Duratec from time to time;

**Listing Rules** means the Listing Rules of the ASX;

**Meeting** means the annual general meeting of Shareholders for the purpose of considering the Resolutions;

**Notice** or **Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement, including the Proxy Form;

**Online Meeting Guide** means the guide containing instructions on how to participate in the Meeting which is available online at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide);

**Proxy Form** means the proxy form attached to the Notice;



**Relevant Executive** means any person who holds or has held, at any point within the last three years, a managerial or executive office in the Company or a related body corporate;

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report;

**Resolution** means a resolution contained in the Notice;

**Section** means a section of the Explanatory Statement;

**Share** means a fully paid ordinary share in the capital of the Company; and

**Shareholder** means the holder of a Share.

## ANNEXURE A

### SUMMARY OF THE TERMS OF EMPLOYEE EQUITY PLAN

A summary of the key terms and conditions of the Employee Equity Plan is set out below:

- (a) **(Invitation to Participate)** The Board may, from time to time, in its absolute discretion, operate the Employee Equity Plan, determine which employees are eligible to participate in the Employee Equity Plan, invite employees to participate and grant Awards to employees. The Board may determine the type and number of Awards to be issued under the Employee Equity Plan and any other terms of issue of the Awards.
- (b) **(Eligibility)** Participants in the Employee Equity Plan may be:
- (i) a full-time or part-time employee;
  - (ii) an executive or non-executive director;
  - (iii) an individual who provides consultancy services (either directly or via a services company);
  - (iv) a casual employee;
  - (v) a prospective participant, being a person to whom an invitation is made but who can only accept that invitation if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (i) to (iv) above; and
  - (vi) a Related Person of any Eligible Persons covered by one of paragraphs (i) to (v) above.

A Related Person may be, subject to the Corporations Act, another person who is:

- (i) a spouse, parent, child or sibling of the Participant; or
  - (ii) another body corporate controlled by the primary participant or a person mentioned in subparagraph (i);
  - (iii) a body corporate that is the trustee of a self-managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993 (Cth)) where the primary participant is a director of the body corporate; or
  - (iv) a person prescribed in relation to the primary participant by the regulations for the purposes of section 1100L of the Corporations Act; or
  - (v) any other person defined as a "related person" under section 1100L of the Corporations Act, as updated from time to time.
- (c) **(Types of Securities)** The Company may grant rights, options and/or restricted shares (each defined below) as Awards, subject to the terms of the individual offers.
- (i) Options are an entitlement to acquire a Share subject to the satisfaction of applicable conditions and the exercise of the Option on terms and conditions determined by the Board.
  - (ii) Rights are an entitlement to acquire a Share on the terms and conditions as determined by the Board.
  - (iii) Restricted Shares are Shares allocated under the Employee Equity Plan that are subject to dealing restrictions until vesting.
- (d) **(Terms of Participation)** Participants are deemed to have agreed to be bound by:
- (i) the Employee Equity Plan Rules;
  - (ii) the terms of the invitation letter received from the Company;
  - (iii) the Constitution of the Company;
  - (iv) the Company's Securities Trading Policy; and
  - (v) any other relevant Company policies.
- (e) **(Participant Shareholder Entitlements)** For each Right or Option allocated, a Participant shall not be entitled to vote, receive dividends or distributions or have any other rights of a shareholder in respect of the Rights or Options until the underlying Shares are allocated following vesting and, if applicable,

exercise of the Options. For each Restricted Share allocated, a Participant is entitled to vote, receive dividends or distributions, and have any other rights of an ordinary shareholder.

- (f) **(Lapse of Awards)** Subject to the Board's absolute discretion, a Participant's unvested Awards will lapse in whole or in part upon the earliest of:
- (i) the date specified in the grant letter, or if no date is specified, 15 years after the Award was granted to the participant;
  - (ii) a circumstance or event described in the Employee Equity Plan Rules or the grant letter that has the effect of lapsing an Award; or
  - (iii) any condition imposed under the Employee Equity Plan rules or a grant letter not being satisfied.
- (g) **(Transferability)** Unless the Board determines otherwise, an Award is only transferable with the written consent of the Board.
- (h) **(Vesting of Awards)** The Board will determine the extent to which Awards vest and the date that the Awards will vest. In making this determination the Board will, to the extent relevant to the Award:
- (i) test or measure the applicable vesting conditions and determine the extent to which the conditions have been satisfied and Awards vest; and
  - (ii) determine whether any dealing restrictions apply after vesting of Awards.
- (i) **(Ceasing Employment)** If a Participant ceases to be an employee by reason of termination for cause (including gross misconduct), all Awards (whether vested or unvested) will lapse immediately, unless determined otherwise by the Board. Upon the employee's resignation, any unvested Awards will lapse immediately, while vested Awards that require exercise will lapse if the Participant does not exercise the Award within 60 days of ceasing employment.

Unless determined otherwise by the Board, if a Participant ceases to be an employee due to death, all unvested Awards will immediately vest and be transferred to the Participant's estate.

In all other circumstances, if a participant ceases to be an employee prior to the Awards vesting, a pro-rata number of the Participant's unvested Awards may vest (based on the proportion of the period that has elapsed at the time of cessation) on the original vesting date. Any remaining unvested Awards lapse immediately.

However, the Board retains absolute discretion to determine the treatment of vested or unvested Awards or the number of unvested Awards that will vest or lapse upon a Participant ceasing to be an employee.

- (j) **(Variations of Capital)** If there is a variation of capital event the Board in its absolute discretion may adjust:
- (i) the number of Rights or Options to which a Participant is entitled (including granting or lapsing Rights or Options);
  - (ii) the exercise price of Rights or Options; or
  - (iii) the amount payable for the acquisition of a Right or Option.

It is intended that the Board would exercise its discretion to ensure that Participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.

If new Rights or Options are granted as part of such an adjustment, or Shares are allocated to a Participant with respect to Restricted Shares as a result of a Variation of Capital, such Awards will, unless the Board determines otherwise, be subject to the same terms and conditions as the original Awards, including without limitation, any condition.

If there is a reorganisation of capital, the rights of each Participant who has been allocated Awards will be adjusted in the manner required by the Listing Rules applying at the time of the reorganisation.

If there is a pro-rata issue or bonus issue of new Shares to Shareholders:

- (i) each Participant who has been allocated Restricted Shares will participate in the issue in the same manner as Shareholders;
- (ii) each Participant who has been allocated Rights or Options may not participate in the new issue unless his or her Rights or Options have vested and if applicable been exercised in accordance with these Employee Equity Plan Rules; and

(iii) the exercise price, or number of Shares over which the Rights or Options may vest or may be exercised, as applicable, will, in the case of a pro-rata issue, be adjusted in accordance with Listing Rule 6.22.2 (or any replacement rule) and, in the case of a bonus issue, be adjusted in accordance with Listing Rule 6.22.3 (or any replacement rule).

(k) **(Change of Control)** Upon a change of control event, the Board may determine in its absolute discretion the treatment of the Participant's Awards and the timing of such treatment.

If the Board does not exercise its discretion, a pro-rata number of the Participant's unvested Awards will vest (based on the proportion of the period that has elapsed at the time of a change of control).

Where a Participant holds a vested Award at the date of the Change of Control:

(i) for each vested Right or Option requiring exercise, the Participant shall have 30 days from the date of the change of control, or such other period as the Board determines, in which to exercise the Award. Any Awards not exercised within this period will lapse;

(ii) for each vested Right not requiring exercise, the Company shall have 30 days from the date of the change of control, or such other period as the Board determines, in which to settle the Award; or

(iii) for each vested Restricted Share, the Company shall have the disposal restrictions lifted within 30 days from the date of the change of control, or such other period as the Board determines.

(l) **(Variation or Clawback of Awards)** The Board may:

(i) vary downwards (including to nil) the number of Shares in respect of which an Award vests;

(ii) transfer Shares held by or on behalf of a Participant or former Participant to a holding determined by the Board;

(iii) where Shares have been sold, require a Participant or former Participant to pay an amount to the Company; or

(iv) determine any treatment in relation to an Award the Board deems fit,

if in its discretion the Board determines that the performance of the group, the Participant or a former Participant justifies the variation.

(m) **(Other Terms)** Notwithstanding any provision in these Rules or the Grant Letter, no Award or Shares may be granted, issued, allocated, acquired, transferred or otherwise dealt with under the Rules if doing so would contravene the Constitution, the Corporations Act, Listing Rules, or any other applicable Law or require the Company or a Group Company to pay, provide or procure the payment or provision of money or benefits which would require Shareholder approval under Part 2D.2, Division 2 of the Corporations Act, unless Shareholder approval has been obtained.

The Employee Equity Plan Rules contain customary and usual terms for dealing with administration, variation, suspension and termination of any incentive plan.

## Need assistance?

**Phone:**1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (AWST) on Wednesday, 16 November 2022.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 181524**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Duratec Limited hereby appoint

the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Duratec Limited to be held at The Melbourne Hotel, 33 Milligan Street, Perth, WA 6000 on Friday, 18 November 2022 at 11:30am (AWST) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 3 and 4 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Chris Oates as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of potential Termination Benefits under the Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1  Securityholder 2  Securityholder 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

