

Regal Partners Limited

ABN 33 129 188 450 Level 47 Gateway, 1 Macquarie Place Sydney NSW 2000 Australia T. +61 2 8197 4350 www.regalpartners.com

28 April 2025

ASX Market Announcements Office **ASX Limited** Exchange Centre 20 Bridge Street Sydney NSW 2000

Dear Shareholder,

2025 Annual General Meeting

On behalf of the Board, I am delighted to invite you to the 2025 annual general meeting ("AGM") of Regal Partners Limited (ASX:RPL). Please find enclosed the:

- Notice of Meeting, including the Explanatory Memorandum containing information with respect to the business to be considered at the AGM;
- Proxy Form for the AGM if you wish to appoint a proxy or proxies to attend the meeting on your behalf; and
- Online/Teleconference AGM Guide.

These documents are also available to view and download on the Regal Partners website at www.regalpartners.com.

Attendance

The AGM will be held at 1.00pm (AEST) on Thursday, 29 May 2025 at the following address:

PwC Sydney Level 17, 1 International Towers Barangaroo Sydney NSW 2000

Shareholders and proxyholders can participate in the AGM online. Instructions are included on page 9 of the Explanatory Memorandum. Shareholders and proxyholders who join the AGM virtually will be able to listen to the meeting, vote in real time, ask questions and make comments. Shareholders and proxyholders will also have the opportunity to ask questions via telephone. For further instructions on how to participate online and via telephone, please also refer to the Online/Teleconference AGM Guide.

Proxy Forms and Voting Prior to the AGM

If you are unable to attend the AGM in person or online, you can appoint a proxy or proxies before the AGM to vote on your behalf at the meeting, as set out in the Explanatory Memorandum. Your proxy form or online proxy instruction must be received by no later than 1.00pm (AEST) on Tuesday, 27 May 2025. Proxy forms or online proxy instructions received after this time will be invalid.

Further Information

I also invite you to submit questions in advance of the AGM by emailing our Head of Corporate Affairs, Ms. Ingrid Groer, at investorrelations@regalpartners.com. To allow time for us to collate questions and prepare answers, we request that shareholders and proxyholders submit any questions by 5.00pm (AEST) on Thursday, 22 May 2025.



Shareholders who have previously elected to receive shareholder notices:

- electronically will receive an email to their nominated email address that will contain instructions on how to view or download a copy of the Notice of Meeting, which includes the Explanatory Memorandum; and
- physically will receive a printed copy by post of the Notice of Meeting, which includes the Explanatory Memorandum.

Shareholders who have not made either election will receive a letter (sent by post to their registered address) containing details of where they can view and download the Notice of Meeting, including the Explanatory Memorandum.

Shareholders who wish to receive a printed copy of the Notice of Meeting, including the Explanatory Memorandum, or obtain further information, can call the shareholder information line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), Monday to Friday between 8.30am and 5.30pm (AEST) or email Regal Partners' share registry at enquiries@boardroomlimited.com.au.

I look forward to welcoming you to our 2025 AGM.



Michael Cole AM
Independent Chairman

REGAL CONTACT INFORMATION:

Ingrid Groer, CFAHead of Corporate Affairs

Regal Partners Limited
Phone: +61 2 8197 4350

Email: investorrelations@regalpartners.com

ABOUT REGAL PARTNERS LIMITED

Regal Partners Limited is an ASX-listed, specialist alternatives investment manager with approximately \$16.5 billion¹ in funds under management as at 31 March 2025.

With a track record dating back more than 20 years, the group manages a broad range of investment strategies covering long/short equities, private markets, real & natural assets and credit & royalties on behalf of institutions, family offices, charitable groups and private investors.

Housing eight dedicated alternative investment management brands – Regal Funds Management, PM Capital, Merricks Capital, Taurus Funds Management, Attunga Capital, Kilter Rural, Argyle Group and VGI Partners – the group employs approximately 190 staff, including over 95 investment professionals, in offices across Australia and offshore.²

Combining deep industry experience, extensive networks and multi-award-winning performance track records, Regal Partners seeks to be a leading provider of alternative investment strategies in Australia and Asia.

¹ FUM (including 100% of Taurus Funds Management, Attunga Capital, Kilter Rural and Argyle Group) is rounded, unaudited and includes non-fee-earning FUM (but excludes non-fee-earning Commitments). FUM for Merricks Capital includes the net asset value of funds across various strategies managed by Merricks Capital and, in respect of single asset investment opportunities, the capital from co-investors committed to lending opportunities. Taurus Funds Management FUM is presented on the basis of fee-earning capital. End of period FUM data is shown post distributions (net of reinvestment). Past performance is not a reliable indicator of future performance.

reinvestment). Past performance is not a reliable indicator of future performance.

² Includes full-time and part-time staff in all RPL group entities except Argyle Group (where RPL's stake is a minority interest).



Notice of 2025 Annual General Meeting

Notice is hereby given that Regal Partners Limited ACN 129 188 450 ("Regal" or "the Company") will hold its 2025 annual general meeting ("AGM"), as follows:

Date and Time: Thursday, 29 May 2025, 1.00pm (AEST)

Venue: PwC Sydney, Level 17, 1 International Towers, Barangaroo, Sydney NSW 2000

Online details: Shareholders and proxyholders can also participate online at:

https://meetings.lumiconnect.com/300-338-874-958

AGM BUSINESS

Item 1: Consideration of Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 31 December 2024 ("FY24").

Please note that this item of business is for discussion only and there is no requirement for Regal shareholders to approve these reports.

Resolution 1: Adoption of the 2024 Remuneration Report

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

That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the 2024 Remuneration Report contained in the Company's annual report for FY24 be adopted.

Resolution 2: Re-election of Ms. Jaye Gardner as a Director

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

That Ms. Jaye Gardner, who retires by rotation in accordance with Listing Rule 14.4 and the Company's constitution and, being eligible, offers herself for re-election, be re-elected as a director of the Company.

Resolution 3: Re-election of Ms. Sarah Dulhunty as a Director

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

That Ms. Sarah Dulhunty, who retires by rotation in accordance with Listing Rule 14.4 and the Company's constitution and, being eligible, offers herself for re-election, be re-elected as a director of the Company.

Resolution 4: Approval and Ratification of Prior Issuance of Securities - Employee Incentive Plan

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

That for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the prior issuance of 3,424,887 performance share rights to employees, as described in the Explanatory Memorandum.



VOTING EXCLUSION STATEMENTS

Voting Exclusion Statement for Resolution 1: Adoption of the 2024 Remuneration Report

The Company will disregard any votes cast on resolution 1 by or on behalf of:

- a member of the Company's key management personnel ("KMP") whose remuneration is disclosed in the 2024
 Remuneration Report (or any closely related party of such KMP) in any capacity; and
- any member of the Company's KMP as at the date of the AGM (or any closely related party of such KMP) as a proxy.

However, a person ("Voter") described above may cast a vote on resolution 1 as a proxy for a person entitled to vote on the resolution:

- in accordance with a written direction as to how to vote on resolution 1 provided by that person; or
- if the Voter is the chair of the AGM, as the chair has received express authority to exercise undirected proxies even though resolution 1 is connected directly or indirectly with the remuneration of KMP.

Voting Exclusion Statement for Resolution 4: Approval and Ratification of Prior Issuance of Securities – Employee Incentive Plan

The Company will disregard any votes cast:

- in favour of resolution 4 by or on behalf of any person who participated in the issue of these securities or an associate of any such person, regardless of the capacity in which the vote is cast; and
- on resolution 4 by any person who is a KMP as at the time resolution 4 is voted on at the AGM, and by any of their closely related parties, as a proxy.

However, the Company will not disregard votes cast:

- as proxy or attorney for a person who is entitled to vote on resolution 4, in accordance with the directions given to the proxy or attorney to vote on resolution 4 in that way; or
- the chair of the AGM as proxy or attorney for a person who is entitled to vote on resolution 4, as the chair has received
 express authority to exercise undirected proxies even though resolution 4 is connected directly or indirectly with the
 remuneration of KMP; or
- in favour of resolution 4 by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - o 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 resolution 4; and
 - o the holder votes on resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board.

Candice Driver

Company Secretary 28 April 2025

4



Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting and provides shareholders with important information in relation to each item of business of the AGM, including the proposed resolutions to be considered by shareholders.

Terms and abbreviations defined in the Notice of Meeting have the same meaning when used in this Explanatory Memorandum.

EXPLANATION OF RESOLUTIONS

Item 1: Consideration of Financial Report, Directors' Report and Auditor's Report (not voted on)

This item of business calls for shareholders to formally receive the Company's Financial Report (which includes all the financial statements and notes), the Directors' Report and the Auditor's Report for FY24. The Financial Report, Directors' Report and Auditor's Report were set out in the Company's 2024 Annual Report, which was lodged with the ASX on 26 February 2025. The Company's 2024 Annual Report is also available on the Regal Partners website.

While shareholders are not required to vote on the Financial Report, the Directors' Report or the Auditor's Report, there will be a reasonable opportunity at the AGM to ask questions on the reports and on the business and management of the Company.

The Company's auditor, KPMG, will attend the AGM and can answer questions on the conduct of the audit and 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 the 2024 Remuneration Report (non-binding resolution)

The 2024 Remuneration Report contained in the Company's 2024 Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for Executive Directors, Non-Executive Directors and other members of the KMP during FY24. In accordance with section 250SA(1) of the *Corporations Act 2001* (Cth) ("Corporations Act"), shareholders will have a reasonable opportunity at the meeting to ask questions about, or make comments on, the Remuneration Report before a vote is conducted. As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Company or its directors. However, the Board does take the outcome of the vote and discussion at the meeting into account when considering future remuneration arrangements.

In accordance with the requirements of the Corporations Act, if 25% or more of the votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days ("Spill Meeting") at which all directors (other than the Managing Director) at the time of the last annual general meeting must cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting. The Spill Resolution is an ordinary resolution.

The Board unanimously recommends that shareholders vote in favour of resolution 1.

The chair intends to vote all valid undirected proxies in favour of this resolution 1 in accordance with the express authorisation on the proxy form.



Resolution 2: Re-election of Ms. Jaye Gardner as a Director

In accordance with Listing Rule 14.4 and clause 60.4 of the Company's constitution, a director must not hold office without re-election past the third AGM following their appointment or three years, whichever is longer.

Ms. Gardner was last elected at the 2022 AGM and accordingly retires at this AGM. Ms Gardner, being eligible, offers herself for re-election.

The experience, skills and qualifications of Ms. Gardner are as follows:

Qualifications: B.Com (UQLD), LLB (Hons) (UQLD), SF Fin, CA, GAICD

Experience and expertise: Ms. Gardner has more than 30 years' experience in corporate finance. She is a

managing director of Grant Samuel, where she is responsible for the preparation of valuations and independent expert reports for primarily top 200 ASX-listed companies. She also advises on mergers, acquisitions and asset sales, focusing on the financial services, property, health and media industries. Ms. Gardner has also previously served as a non-executive director and honorary treasurer of the charitable

organisation, The Marmalade Foundation Limited.

Other current directorships: Ms. Gardner does not hold any other directorships of listed companies.

Former directorships Ms. Gardner has not held any other directorships of listed companies within the last

(last three years) three years.

The Board (other than Ms. Gardner) supports the re-election of Ms. Gardner and unanimously recommends that shareholders vote in favour of resolution 2.

The chair intends to vote all valid undirected proxies in favour of this resolution 2 in accordance with the express authorisation on the proxy form.

Resolution 3: Re-election of Ms. Sarah Dulhunty as a Director

As noted above, Listing Rule 14.4 and clause 60.4 of the Company's constitution relevantly provide that a director must not hold office without re-election past the third AGM following their appointment or three years, whichever is longer.

Ms. Dulhunty was elected at the 2022 AGM and accordingly retires at this AGM. Ms. Dulhunty, being eligible, offers herself for re-election.

The experience, skills and qualifications of Ms. Dulhunty are as follows:

Qualifications: BA, LLB (Hons) (USYD), GAICD

Experience and expertise: Ms Dulhunty was previously a partner in the corporate transactions team at Ashurst

and has over 35 years' experience advising in equity capital markets, mergers and acquisitions, corporate governance, and corporate and securities law. She was formerly on the board of Ashurst, a Governor of Winnifred West Schools Limited, a member of the Australian Takeovers Panel for nine years (during which she served as Acting President) and on the AICD Law Committee for 13 years. She is currently a Deputy Chair of the Corporations Committee of the Business Law Section of the Law Council of Australia, sits on the board of Parklife Metro and serves on the Risk

Committee of The Girls & Boys Brigade.

Other current directorships: Ms. Dulhunty is a Director of Parklife Metro.



Former directorships Ms. Dulhunty has not held any other directorships of listed companies over the past three years) three years.

The Board (other than Ms. Dulhunty) supports the re-election of Ms. Dulhunty and unanimously recommends that shareholders vote in favour of resolution 3.

The chair intends to vote all valid undirected proxies in favour of this resolution 3 in accordance with the express authorisation on the proxy form.

Resolution 4: Approval and Ratification of Prior Issuance of Securities - Employee Incentive Plan

In order to maximise the Company's 15% placement capacity under Listing Rule 7.1, the Company wishes to gain shareholder approval and ratification for the prior issuance of securities pursuant to Listing Rule 7.4.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

In September 2024, the Company issued a total of 4,782,379 performance share rights ("Rights") to certain employees pursuant to a Deferred Bonus Grant for the FY24 remuneration year (12 months ended 30 June 2024) and a grant pursuant to a new Long-Term Incentive Plan which was approved by the Board ("LTI Grant"). 3,424,887 Rights were issued to employees under the terms of the Company's Employee Incentive Plan for no cash consideration within the 15% annual capacity limit permitted under Listing Rule 7.1, thus not requiring shareholder approval. The Rights issued pursuant to the Deferred Bonus Grant were issued consistently with the Company's practice of deferring a portion of variable remuneration for certain employees whose remuneration exceeds a specific amount for a period of up to two years to retain talent in the short and long term. The Rights issued pursuant to the Company's LTI Grant were issued to the management team and a small number of senior employees, to reward the achievement of long-term goals that contribute to the Group's overall success.

The Company's Employee Incentive Plan (a copy of which was disclosed to the market on 11 September 2024) allows the Board to make grants of awards to employees in the form of shares, rights to receive shares in the future or options to acquire shares (collectively referred to as "Equity Awards"). Equity Awards are subject to vesting conditions as determined by the Board, including continuation of employment with the Company. The terms of each annual award of Equity Awards (if any), or ad hoc grants to incoming employees (if any), under the Employee Incentive Plan will be determined by the Board, may vary from year to year and may vary between employees in any given year.

Under the Employee Incentive Plan, the Board may choose to settle vested Equity Awards by delivering shares or in cash. Prior to vesting, employees are not permitted to transfer, hedge or otherwise deal with their Equity Awards. The Board also has broad powers to claw back Equity Awards, delay vesting or determine that the Equity Awards will lapse if, for example, an employee has acted fraudulently or dishonestly or there is a material financial misstatement.

The Employee Incentive Plan also includes specific provisions dealing with adjustments in the event of capital reorganisations. These are intended to ensure that there is no material advantage or disadvantage to employees participating in the scheme as a result of corporate actions, including bonus issues and rights issues.

In the event of a takeover or any proposed transaction that the Board in its discretion determines should be treated as a change of control, unvested awards will vest to the extent any applicable conditions have been satisfied at the time of completion of the change of control, or at such other time as determined by the Board. The Board will also have the discretion to determine whether any additional unvested awards held by participants (if any) should also vest or whether any conditions should be substituted or varied.

The Rights were issued on 4 September 2024 on the following material terms:



2024 Deferred Bonus Grant

- Rights will vest in two equal tranches (50% on 4 September 2025 and 50% on 4 September 2026), subject to the recipients remaining employed with the Company or its subsidiaries on the relevant vesting date.
- On vesting of the Rights, the Company will, at the election of the Board in its sole and absolute discretion, either transfer or issue fully paid ordinary shares in the Company (RPL Shares) (subject to any necessary shareholder approvals) or make a cash payment equivalent in value to the RPL Shares that would otherwise have been provided. Any RPL Shares issued will be quoted and freely tradeable on the ASX.
- During the vesting period, recipients of the Rights do not have rights to dividends, voting rights or rights to participate in corporate actions, such as bonus issues.
- Recipients may also be required to forfeit their Rights in certain circumstances (e.g., in the case of fraud, dishonest or gross misconduct or material misstatement).

2024 LTI Grant

- The Rights will vest on 4 September 2027, subject to the recipients remaining employed with the Company or its subsidiaries on the vesting date and meeting the required Total Shareholder Return ("TSR") hurdle (which is outlined in the following table):

Vesting Schedule of Rights under the LTI	
Compound annual growth in TSR over the performance period	Percentage of Rights under the LTI that vest
Less than 7% per annum	0%
7-10% per annum	Straight-line vesting from 0% to 33.33%
10-15% per annum	Straight-line vesting from 33.33% to 100%
15% or above	100%

For the purpose of the LTI Grant, the TSR will be the compound annual capital accumulation rate that the holder of a RPL Share earns over the 3-year performance period if the holder reinvests all cash dividends paid on that RPL Share over the performance period in additional RPL Shares. The start and end price of RPL Shares for calculating the TSR will be the 30-day volume-weighted average price of RPL Shares prior to the award of the Rights and prior to the end of the performance period, as the case may be. In calculating the TSR, it will be assumed that dividends are reinvested at the closing price on the ex date.

The issue of 3,424,887 Rights did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Rights. Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company now wishes to gain shareholder approval and ratification for the prior issuance of the 3,424,887 Rights pursuant to Listing Rule 7.4. These do not include 1,357,492 Rights (including 649,235 Rights that were issued to Brendan O'Connor (who is the Managing Director and Chief Executive Officer of the Company)) that did not count towards the Company's 15% limit in Listing Rule 7.1 because they were issued relying on Exception 15 of Listing Rule 7.2.



If resolution 4 is passed, the issue of all of the Rights will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue or agree to issue without shareholder approval over the 12-month period following the date of issue of the Rights.

If resolution 4 is not passed, the issue of 3,424,887 of the Rights will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue or agree to issue without shareholder approval over the 12-month period following the date of issue of the Rights.

The Board unanimously recommends that shareholders vote in favour of resolution 4.

The chair intends to vote all valid undirected proxies in favour of this resolution 4 in accordance with the express authorisation on the proxy form.

MEETING INFORMATION

Attending the Meeting in Person

Shareholders and proxyholders can participate in the AGM in person at PwC Sydney, Level 17, 1 International Towers, Barangaroo, Sydney NSW 2000. The AGM will start at 1.00pm (AEST), with the registration desk open from 12.00pm (AEST). To assist with registration on the day, please bring your proxy form with you (or a copy of it, if you have submitted your proxy form in advance of the meeting). If possible, please also RSVP beforehand by emailing our Head of Corporate Affairs, Ms. Ingrid Groer, at investorrelations@regalpartners.com or phone +61 2 8197 4350. Please do not attend the AGM if you feel unwell or have been in close contact with someone who may have been exposed to COVID-19. If it becomes necessary to make alternative arrangements with respect to any aspect of our AGM (for health and safety reasons or otherwise), we will advise you through the Regal Partners website and by making an announcement to the ASX.

Attending the Meeting Online

Shareholders and proxyholders can participate in the AGM online at https://meetings.lumiconnect.com/300-338-874-958. The meeting ID is 300-338-874-958. If you use your personal Voting Access Code ("VAC") to log in, you will be able to view a live webcast of the AGM, ask questions online and submit your votes in real time. Please note, if you appointed a proxy prior to the AGM but then vote at the AGM, your vote during the AGM will override your previous proxy. If you received a personalised AGM email or a hardcopy personalised proxy form, your VAC can be found in that email or personalised proxy form. Your VAC can otherwise be found on your personalised proxy form in InvestorServe. If you choose not to log in with your personal VAC, or you are not a Regal shareholder or proxyholder, you can view the live webcast (as a guest) but not submit questions online or vote in real time. For further instructions on how to participate online, please view the Online/Teleconference AGM Guide, which is enclosed and also available on the Regal Partners website.

Voting Information

All resolutions set out in this Notice of Meeting will be put to a poll. Upon a poll, every Company shareholder who is present in person or by proxy, representative or attorney will have one vote for each share held by that shareholder. Results of the voting on the resolutions will be announced to the ASX as soon as practicable after the AGM is closed.

Determination of Entitlement to Attend and Vote

For the purposes of determining an entitlement to vote at the AGM, Regal shares will be taken to be held by the persons who are registered as Regal shareholders at 7.00pm (AEST) on Tuesday, 27 May 2025.



Proxies and Attorneys

A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy. If a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy does not need to be a Regal shareholder. If no proportion or number of votes is specified, each proxy may exercise half of the shareholder's votes. An instrument appointing a proxy must be signed by the Regal shareholder appointing the proxy, or by that shareholder's attorney duly authorised in writing or, if the shareholder is a corporation, in accordance with the Corporations Act and the Company's constitution. A proxy has the same rights as a shareholder to speak at the AGM, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

Where a shareholder appoints an attorney to act on his/her behalf at the AGM or a proxy form is signed under power of attorney, such appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy) must be given to Boardroom, the Company's share registry, by no later than 1.00pm (AEST) on Tuesday, 27 May 2025, unless it has previously been provided. Where more than one joint holder votes, the vote of the holder whose name appears first in the register of Regal shareholders shall be accepted to the exclusion of the others. The Company encourages all shareholders who submit proxies to direct their proxy whether to vote for or against, or to abstain from voting on each resolution.

The chair of the AGM intends to vote all undirected proxies in favour of all the resolutions set out in the Notice of Meeting.

If a Regal shareholder appoints the AGM chair as their proxy, expressly or by default, and they do not direct the chair on how to vote on a resolution, by completing and returning the proxy form, they will be expressly authorising the chair to exercise the proxy and vote as the chair has indicated (in favour of all resolutions set out in the Notice of Meeting). An instrument appointing a proxy must be lodged as follows by no later than 1.00pm (AEST) on Tuesday, 27 May 2025 in order to be effective:

- online at www.votingonline.com.au/rplagm2025
- by mail, addressed to Regal Partners Limited, C/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- by fax to the Company's share registry, Boardroom, at +61 2 9290 9655; or
- by hand at Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000.

Corporate Representatives

A body corporate which is a shareholder or which has been appointed as a proxy or attorney may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must provide Boardroom with evidence of his or her appointment by no later than 1.00pm (AEST) on Tuesday, 27 May 2025, including any authority under which it is signed, unless it has previously been provided to and been accepted by the share registry. If such evidence is not received prior to the commencement of the AGM, then the individual will not be permitted to act as the shareholder's representative or representative of the shareholder's proxy.

Questions from Shareholders

You may ask questions at the AGM about any of the resolutions being considered at the AGM or general questions about Regal's management or performance. You may also ask questions of the Company's auditor KPMG about the content of the Auditor's Report or the conduct of the audit. Shareholders and proxyholders will be given an opportunity to ask questions at the AGM and in real time via the online platform or by telephone. To ensure all shareholders are given a reasonable opportunity to participate, shareholders will be limited to asking two questions per item of business, or one question and one follow-up comment. The chair retains ultimate discretion to ensure equitable participation by all shareholders. The Company will endeavour to answer as many of the more frequently raised relevant questions as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to shareholders. In addition, you may submit written questions prior to the AGM.



If you would like to ask a question, please email your question to our Head of Corporate Affairs, Ms. Ingrid Groer, at investorrelations@regalpartners.com. To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEST) on Thursday, 22 May 2025.

Listening and Asking Questions by Telephone

For shareholders and proxyholders who do not attend in person, but would like to ask questions over the telephone, please join the AGM by calling 1800 434 182 (within Australia) or +61 2 8000 4164 (outside of Australia). Shareholders should provide their personal Voting Access Code ("VAC"), their name and the name of the holding to the call centre operator. Once registered with the call centre, shareholders will be able to listen to the AGM proceedings over the telephone. Telephone participants will be notified when it is time to register questions for each item of business and when it is their turn to ask a question. It will not be possible to vote by telephone. If you received a personalised AGM email or a hardcopy personalised proxy form, your VAC can be found in that email or personalised proxy form. Your VAC can otherwise be found on your personalised proxy form in InvestorServe. If you choose not to provide your personal VAC, or are not a Regal shareholder or proxyholder, you can still join the AGM as a guest. This will be a listen-only facility for guests, so you will not be able to ask questions or vote. For further instructions on how to participate by telephone, please view the Online/Teleconference AGM Guide (enclosed and also on the Regal Partners website).

Request for Hard Copy by Post

This Notice of Meeting, including this Explanatory Memorandum, is available for viewing and download on the Regal Partners website. For shareholders who would prefer to obtain a hard copy of this document by post, please call the shareholder information line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) or email the Company's share registry at enquiries@boardroomlimited.com.au.



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 1:00pm (AEST) on Tuesday, 27 May 2025.

■ TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/rplagm2025

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

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



BY SMARTPHONE

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 (by not marking the box, nor inserting details of your named proxy), 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, you may obtain an additional proxy form by contacting Boardroom or you may copy this form.

To appoint a second proxy you must:

(a) 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; and (b) 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 that 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" form to Boardroom prior to admission. An Appointment of Corporate Representative form can be obtained from Boardroom.

STEP 3 SIGN THE FORM

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

Individual: this form must be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all securityholders must sign. **Power of Attorney:** to sign under a power of attorney, you must have already lodged it with Boardroom. 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 must be signed by that person. Please indicate the office held by the person signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any power of attorney under which they are signed) must be received no later than 48 hours before the commencement of the meeting, which is by 1:00pm (AEST) on Tuesday, 27 May 2025. Any proxy form received after that time will not be valid for the meeting.

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

■ Online https://www.votingonline.com.au/rplagm2025

By Fax + 61 2 9290 9655

By Mail Boardroom Pty Limited GPO Box 3993

Sydney NSW 2001 Australia

Sydney NSW 2001 Adstralla

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.

Regal Partners Limited ABN 33 129 188 450

			register. If this is incommake the correction sponsored by a broker	as it appears on the rrect, please mark the lin the space to the lin should advise their brocannot change the oform.	box with an "X" and eft. Securityholders ker of any changes.
		PROXY FORM			
STEP 1	APPOINT A PROXY				
I/We being a m	ember/s of Regal Partners Limited and ent	itled to attend and vote, hereby appoint:			
	the Chair of the Meeting (mark box)				
	NOT appointing the Chair of the Meeting as y ting as your proxy below):	our proxy, please write the name of the person or bo	ody corporate (excluding th	he Company and registe	red securityholder
of the Compan Towers, Bara	y to be held as a hybrid meeting both virtual	or if no individual or body corporate is named, the 0 by at https://meetings.lumiconnect.com/300-338-by 2025 at 1:00pm (AEST) and at any adjournment iven, as the proxy sees fit.	-874-958 and in person a	nt PwC Sydney, Level 1	7, 1 International
the Chair of the	e Meeting becomes my/our proxy by default eting to exercise my/our proxy in respect of t	ected proxies on remuneration-related matters: and I/we have not directed my/our proxy how to vi- these items even though resolutions 1 and 4 are con-	vote in respect of resolution	ons 1 and 4, I/we expre	ssly authorise the
		favour of all items of business (including resolution ing on an item, you must provide a direction by man			
STEP 2	VOTING DIRECTIONS				
	* If you mark the Abstain box for a particu be counted in calculating the required ma	lar item, you are directing your proxy not to vote on jority if a poll is called.	your behalf on a show of	hands or on a poll and	your vote will not
				For Aç	gainst Abstain*
Resolution 1	Adoption of the 2024 Remuneration Repo	nt			
Resolution 2	Re-election of Ms. Jaye Gardner as a Dire	ector			
5 0					
Resolution 3	Re-election of Ms. Sarah Dulhunty as a D	rector			
Resolution 4	Approval and Ratification of Prior Issuance	e of Securities – Employee Incentive Plan			
STEP 3	SIGNATURE OF SECURITYH This form must be signed to enable your of				
Indi	vidual or Securityholder 1	Securityholder 2		Securityholder 3	}
Sole Direct	or and Sole Company Secretary	Director		Director / Company Se	cretary
Contact Name		Contact Daytime Telephone		Date	/ / 2025

2025 ANNUAL GENERAL MEETING - REGAL PARTNERS LIMITED

Scan to join the meeting

Online / Teleconference AGM Guide

Regal Partners Limited will hold its 2025 Annual General Meeting (**AGM**) at **1.00pm (AEST) on Thursday, 29 May 2025** at PwC Sydney, Level 17, 1 International Towers, Barangaroo, Sydney NSW 2000 and online at https://meetings.lumiconnect.com/300-338-874-958. A phone facility will also be provided, details of which are set out below. **This guide provides information for online attendees and phone participants.**

SHAREHOLDERS AND APPOINTED PROXYHOLDERS

Shareholders and appointed proxyholders:

- May participate in the AGM at https://meetings.lumiconnect.com/300-338-874-958 by logging in with their username and password (postcode or country code).
 During the AGM, registered shareholders and proxyholders may:
 - Vote online via Lumi. If the shareholder or proxyholder voted online prior to the AGM, the vote during the AGM will override the pre-AGM vote; and
 - Submit questions online;
- May prefer to ask questions by phone at 1800 434 182 (within Australia) or +61 2 8000 4164 (outside Australia). Shareholders should provide their personal Voting Access Code (VAC), their name and the name of the holding to the call centre operator. Once registered with the call centre, a shareholder will be able to listen to the AGM proceedings over the phone. Phone participants will be notified when it is time to register questions for each item of business and when it is their turn to ask a question. It will not be possible to vote by phone; or
- May view the webcast by registering as a guest, in which case they will not be able to vote or ask questions.

GUESTS AND NON-SHAREHOLDERS

Guests and non-shareholders:

- May view the webcast at https://meetings.lumiconnect.com/300-338-874-958 and register as a guest. Guests will not be able to vote or ask questions; or
- May listen by phone. Guests should call 1800 434 182 (within Australia) or +61 2 8000 4164 (outside Australia) and provide their name to the operator. Guests will be on a muted line and it will not be possible for them to vote by phone.

VOTING ACCESS CODE (VAC)

Shareholders who wish to attend online (to vote and/or ask questions), or wish to use the phone to ask questions, will require their VAC. The VAC can be found in the personalised AGM email or personalised proxy form sent on 28 April 2025 to shareholders. The VAC is also set out in the personalised proxy form that is available via the shareholder's InvestorServe account under Statements & Advices.

If you cannot locate your VAC, please contact Boardroom Pty Ltd on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am to 5.30pm (AEST) Monday to Friday or enquiries@boardroomlimited. com.au. You will need to provide your account name, registered address and SRN/HIN or Boardroom Reference Number (which starts with "S" and can be found on personalised communications such as dividend statements). If you require your SRN/HIN and cannot locate it, please contact Boardroom well in advance of the meeting so that it can be posted to your registered address. For security reasons, your SRN/HIN cannot be provided by Boardroom by email or phone. You may also be able to obtain your HIN from your broker.

Please refer to the following instructions for more information on using the online and phone facilities.

STEP-BY-STEP INSTRUCTIONS FOR LUMI/ONLINE AND PHONE

Online registration will open at 12.00pm (AEST) on Thursday, 29 May 2025 (one hour before the AGM).

To participate in the AGM, please visit https://meetings.lumiconnect.com/300-338-874-958 via a web browser on a PC, tablet or smartphone (using the latest version of Chrome, Safari, Edge or Firefox).

To log into the portal, you will need the following information:

MEETING ID: 300-338-874-958

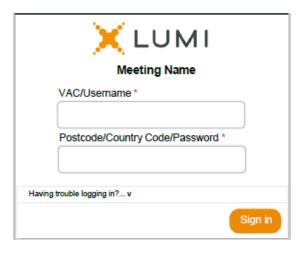
Shareholder (if Australian registered address)	Username (Voting Access Code) and Password (postcode of your Australian registered address). The Voting Access Code can be found in the personalised AGM email or personalised proxy form sent on 28 April 2025 or on your personalised proxy form in InvestorServe.
Shareholder (if overseas resident)	Username (Voting Access Code) and Password (three character country code e.g. New Zealand – NZL) A full list of country codes can be found at the end of this guide.
Appointed Proxy	To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am to 5.30pm (AEST), Monday to Friday or email proxy@boardroomlimited.com.au. Usernames and passwords for proxyholders will become available on Wednesday, 28 May 2025 (the business day prior to the AGM).
Guest	Name and email address

To join the meeting, enter the unique 12 digit meeting ID (300-338-874-958) and select "Join". To proceed to registration, you will be asked to read and accept the terms and conditions.

On the next page, please select whether to join as a "Shareholder or proxy" or "Guest".



If you are a Shareholder, enter your Username (Voting Access Code) and Password (postcode or country code). If you are a Proxyholder, you will need to enter the unique Username and Password provided by Boardroom. Select "Sign in".



If you are not a Shareholder or Proxyholder, and have selected "Guest", you will be asked to enter your name and email details, then select "Continue". Please note, guests are not able to vote or ask questions at the meeting.



NAVIGATING

Once you have registered, you will be taken to the homepage 🛊 which displays your name and meeting information. Icons will be displayed in different areas depending on the device being used.

COMPUTER/LAPTOP



MOBILE





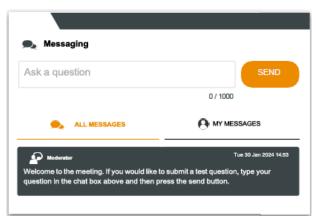
To activate the webcast, you may need to click on the Broadcast button on the screen. You may also have to click the play button in the window to initiate the broadcast. Once you select to view the webcast, it can take up to approximately 30 seconds for the live feed to appear on some devices. During the meeting, mobile users can minimise the webcast at any time by selecting a different icon. You can still hear the meeting while the broadcast is minimised. Selecting the **Broadcast** button again will re-open the webcast. Computer users can watch the webcast in "full screen" mode by selecting the full screen icon . To reduce the webcast to its original size, computer users should select the minimise icon ##.

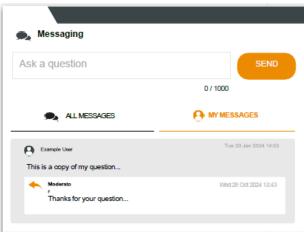
NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser, you will be asked to repeat the login process.

TO ASK A QUESTION (FOR SHAREHOLDERS AND APPOINTED PROXYHOLDERS ONLY)

Asking a Question Online

- 1. Select the messaging/question icon 🗪 .
- 2. Please type the resolution number first (if relevant) and then the question.
- 3. Click "send".
- 4. You will receive confirmation that your question has been received.
- 5. A copy of your sent questions, along with any written responses, can be viewed by selecting "My Messages".





Asking a Question By Phone

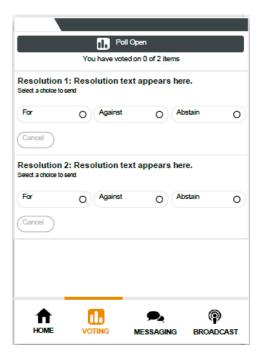
- 1. Please call **1800 434 182** (within Australia) or **+61 2 8000 4164** (outside Australia). You will be asked for your "Voting Access Code", your name, and the name to which your holding is registered. If you are also logged into the online Lumi platform, please mute your webcast while on the phone.
- 2. You will be in a waiting room if you join before the AGM begins. At the start of the AGM, you will be admitted to the meeting and can listen to the proceedings. When it is time for questions for each item of business, please press *1 to join the question queue for that item. When it is your turn, you will be introduced to the meeting, your line will be unmuted and you may start speaking. Your line will be muted again once your question is answered. To register a second question for that item of business, or to make a follow-up comment, please press *1 again.
- 3. If you would like to cancel your question, please press *2. If you need assistance from the operator, please press *0.
- 4. Please note that you will not be able to vote by phone.

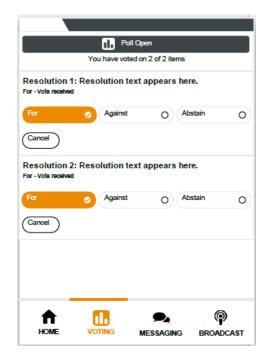
The Chairman will give all shareholders a reasonable opportunity to ask questions and will endeavour to answer all questions at the meeting. Questions that are similar may be grouped together and answered as one question.

To ensure all shareholders are given a reasonable opportunity to participate, shareholders may be limited to asking two questions per item of business, or one question and one follow-up comment. The Chairman retains ultimate discretion to ensure equitable participation by all shareholders.

TO VOTE (FOR SHAREHOLDERS AND APPOINTED PROXYHOLDERS ONLY)

- 1. When the Chairman declares a poll open, the resolutions and voting choices will appear under the voting icon
- 2. Press the option corresponding with the way in which you wish to vote.
- 3. Once the option has been selected, the vote will be highlighted.
- 4. If you change your mind and wish to change your vote, simply press the new vote or cancel your vote at any time before the Chairman closes the poll.
- 5. The number of items you have voted upon (and the total to be voted) will be shown at the top of the screen. There is no need to press a "submit" or "send" button. Your vote is automatically counted.
- 6. Please note that on some devices the webcast may need to be minimised to vote. Audio will still be available during this time.





Upon conclusion of the meeting, the home screen will be updated to state that the meeting has closed.

Need help? If you require any help using this system prior to or during the meeting, please call 1300737760 (within Australia) or +61292909600 (outside Australia) so that the share registry (Boardroom Pty Ltd) can assist you.

COUNTRY CODES

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba	COD	Democratic	Republic	of	GUM	Guam		
AFG	Afghanistan		Congo	-1		GUY	Guyana		
AGO	Angola	COK	Cook Islands			HKG	Hong Kong		
AIA	Anguilla	COL	C			Heard & Mcdonald Islands			
ALA	Aland Islands	COM	Comoros HND Honduras						
ALB	Albania	CPV	Cape Verde			HRV	Croatia		
AND	Andorra	CRI	Costa Rica			HTI	Haiti		
ANT	Netherlands Antilles	CUB	Cuba			HUN	Hungary		
ARE	United Arab Emirates	CXR	Christmas Island IDN Indonesia						
ARG	Argentina	CYM	Cayman Islands IMN Isle Of Man						
ARM	Armenia	CYP	Cyprus			IND	India		
ASM	American Samoa	CZE	Czech Repub	lic		IOT	British Indian	Ocean	
ATA	Antarctica	DEU	Germany				Territory	Occur	
ATF	French Southern	DJI	Djibouti			IRL	Ireland		
ATG	Antigua & Barbuda	DMA	Dominica			IRN	Iran Islamic Repub	olic of	
AUS	Australia	DNK	Denmark			IRQ	Iraq		
AUT	Austria	DOM	Dominican Re	epublic		ISL	Iceland		
AZE	Azerbaijan	DZA	Algeria			ISM	Isle of Man		
BDI	Burundi	ECU	Ecuador			ISR	Israel		
BEL	Belgium	EGY	Egypt			ITA	Italy		
BEN	Benin	ERI	Eritrea			JAM	Jamaica		
BFA	Burkina Faso	ESH	Western Saha	Western Sahara JEY Jersey					
BGD	Bangladesh	ESP	Spain	JOR Jordan					
BGR	Bulgaria	EST	Estonia			JPN	Japan		
BHR	Bahrain	ETH	Ethiopia			KAZ	Kazakhstan		
BHS	Bahamas	FIN	Finland			KEN	Kenya		
BIH	Bosnia & Herzegovina	FJI	Fiji			KGZ	Kyrgyzstan		
BLM	St Barthelemy	FLK	Falkland Islan	ds (Malvina	as)	KHM	Cambodia		
BLR	Belarus	FRA	France			KIR	Kiribati		
BLZ	Belize	FRO	Faroe Islands			KNA	St Kitts And Nevis		
BMU	Bermuda	FSM	Micronesia			KOR	Korea Republic of		
BOL	Bolivia	GAB	Gabon			KWT	Kuwait		
BRA	Brazil	GBR	United Kingd	om		LAO	Laos		
BRB	Barbados	GEO	Georgia			LBN	Lebanon		
BRN	Brunei Darussalam	GGY	Guernsey			LBR	Liberia		
BTN	Bhutan	GHA	Ghana			LBY	Libyan Arab Jamahiriya		
BUR	Burma	GIB	Gibraltar			LCA	St Lucia		
BVT	Bouvet Island	GIN	Guinea			LIE	Liechtenstein		
BWA	Botswana	GLP	Guadeloupe			LKA	Sri Lanka		
CAF	Central African Republic	GMB	Gambia			LSO	Lesotho		
CAN	Canada	GNB	Guinea-Bissa	J		LTU	Lithuania		
CCK	Cocos (Keeling) Islands	GNQ	Equatorial Gu	iinea		LUX	Luxembourg		
CHE	Switzerland	GRC	Greece			LVA	Latvia		
CHL	Chile	GRD	Grenada			MAC	Macao		
CHN	China	GRL	Greenland			MAF	St Martin		
CIV	Cote D'ivoire	GTM	Guatemala			MAR	Morocco		
CMR	Cameroon	GUF	French Guian	а		MCO	Monaco		

MDA	Republic Of Moldova					
MDG	Madagascar					
MDV	Maldives					
MEX	Mexico					
MHL	Marshall Islands					
MKD	Macedonia Former Yugoslav Rep					
MLI	Mali					
MLT	Mauritania					
MMR	Myanmar					
MNE	Montenegro					
MNG	Mongolia					
MNP	Northern Mariana Islands					
MOZ	Mozambique					
MRT	Mauritania					
MSR	Montserrat					
MTQ	Martinique					
MUS	Mauritius					
MWI	Malawi					
MYS	Malaysia					
MYT	Mayotte					
NAM	Namibia					
NCL	New Caledonia					
NER	Niger					
NFK	Norfolk Island					
NGA	Nigeria					
NIC	Nicaragua					
NIU	Niue					
NLD	Netherlands					
NOR	Norway Montenegro					
NPL	Nepal					
NRU	Nauru					
NZL	New Zealand					
OMN	Oman					
PAK	Pakistan					
PAN	Panama					
PCN	Pitcairn Islands					
PER	Peru					
PHL	Philippines					
PLW	Palau Cuin a					
PNG	Papua New Guinea					
POL	Poland					
PRI	Puerto Rico					
PRK	Korea Dem Peoples Republic of					
PRT	Portugal					
PRY	Paraguay					
PSE	Palestinian Territory Occupied					
PYF	French Polynesia					
QAT	Qatar					

REU	Reunion
ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SCG	Serbia & Outlying
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA TCD	Turks & Caicos Islands Chad
TGO	
THA	Togo Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan

VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe