

13 October 2023

Dear Shareholder,

Re: Notice of Meeting on Wednesday, 15 November 2023 at 10.00am (AEDT)

Notice is given that the Annual General Meeting of shareholders of Silk Logistics Holdings Limited (the “**Company**” or “**Silk**”) will be held at the offices of Deloitte Touche Tohmatsu, 477 Collins Street, Melbourne, Victoria, 3000 at 10.00am (AEDT) on Wednesday, 15 November 2023 (“**Annual General Meeting**” or “**Meeting**”).

The Company will not be dispatching physical copies of the Notice of Meeting, unless a shareholder has elected to receive a hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials and Silk’s 2023 Annual Report online at the Company’s website www.silklogisticsholdings.com.au or at the Company’s share registry’s website www.InvestorServe.com.au.
- A complete copy of the Meeting Materials and the Company’s 2023 Annual Report has been posted to the Company’s ASX Market announcements page at www2.asx.com.au under the Company’s ASX code “SLH”.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

If you have not elected to receive notices by electronic communication, a copy of this letter and your personalised proxy form has been sent by post.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.InvestorServe.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday, to arrange a copy.

Any shareholders who wish to attend the Meeting should monitor the Company’s website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at www2.asx.com.au (ASX: SLH) and on its website at www.silklogisticsholdings.com.au. Shareholders are encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Yours sincerely,



Melanie Leydin
Company Secretary
Silk Logistics Holdings Limited



SILK LOGISTICS HOLDINGS LIMITED
ACN 165 867 372

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 15 November 2023

Time of Meeting:
10.00am (AEDT)

Place of Meeting:
Deloitte Touche Tohmatsu
477 Collins Street
Melbourne, VIC, 3000

*Following recent modifications brought to the Corporations Act allowing companies to use electronic communications to send meeting materials, **no hard copy** of the Notice of Annual General Meeting and Explanatory Statement will be circulated, except to those Shareholders who have elected to receive a hard copy. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website (<https://www.silklogistics.com.au/>).*

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

SILK LOGISTICS HOLDINGS LIMITED

ACN 165 867 372

Registered office: Unit 3, 850 Lorimer Street , Port Melbourne VIC 3207

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Silk Logistics Holdings Limited (the "Company") will be held at Deloitte Touche Tohmatsu, 477 Collins Street, Melbourne VIC 3000 at 10.00am (AEDT) on Wednesday, 15 November 2023.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors, for the financial year ended 25 June 2023.

Note: Except for Resolution 1, there is no requirement for Shareholders to approve the Financial Report, Directors' Report and the Auditors' Report. Accordingly, no resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 25 June 2023 be adopted."

Notes: In accordance with Section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 2: Re-election of Mr Stephen Moulton as a Director of the Company

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

"That, Mr Stephen Moulton, being a Director who retires by rotation pursuant to ASX Listing Rule 14.4, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

There are no voting exclusions on this Resolution.

Resolution 3: Re-election of Mr Terry Sinclair as a Director of the Company

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

"That, Mr Terry Sinclair, being a Director who retires by rotation pursuant to ASX Listing Rule 14.4, being eligible, offers himself for re-election, be re-elected as a Director and the Chair of the Company."

There are no voting exclusions on this Resolution.

Resolution 4: Election of Ms Cheryl Hayman as a Director of the Company

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

"That, Ms Hayman, who having been appointed as a Director of the Company since the last Annual General Meeting, retires in accordance with the Constitution of the Company and the ASX Listing Rules and, being eligible, offers herself for election, be elected as a Director of the Company.

There are no voting exclusions on this Resolution.

Resolution 5: Approval of Issue of Options and giving of potential termination benefits to Mr John Sood under the Executive Incentive Plan

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

That, under and for the purposes of ASX Listing Rule 10.14, ASX Listing 10.19, Sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant Options with a value of \$232,838.00, and the issue of any Shares in the Company pursuant to the exercise and conversion of such Options, to Mr John Sood, an Executive Director of the Company, or his nominee(s), under the Company's Executive Incentive Plan, and on the terms described in the Explanatory Statement and the giving of termination benefits (if any) during the period of 3 years following the approval of this Resolution to Mr Sood in respect of the Options the subject of this Resolution under the terms of the Executive Incentive Plan, and on the terms described in the Explanatory Statement.

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 6: Approval of Issue of Options and giving of potential termination benefits to Mr Brendan Boyd under the Executive Incentive Plan

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

"That, under and for the purposes of ASX Listing Rule 10.14, ASX Listing 10.19, Sections 200B and 200E of the Corporations Act, and for all other purposes, approval be given to grant Options with a value of \$388,241.57, and the issue of any Shares in the Company pursuant to the exercise and conversion of such Options, to Mr Brendan Boyd, an Executive Director of the Company, or his nominee(s), under the Company's Executive Incentive Plan, and on the terms described in the Explanatory Statement and the giving of termination benefits (if any) during the period of 3 years following the approval of this Resolution to Mr Boyd in respect of the Options the subject of this Resolution under the terms of the Executive Incentive Plan, and on the terms described in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 7: Shareholder Approval of the Employee Incentive Scheme

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13), section 260C(4) of the Corporations Act and for all other purposes, approval is given to the Company's employee incentive scheme and for the Company to issue securities under the scheme as described in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 8: Ratification of Prior Issue of 2,502,630 Fully Paid Ordinary Shares

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

"That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 2,502,630 fully paid ordinary shares in the Company at an issue price of \$1.9979 per share on 11 September 2023 as described in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

SPECIAL BUSINESS

Resolution 9: Approval of Amendments to the Company's Constitution

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

"That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, approval be given that the Constitution of the Company be amended in the manner set out in the Explanatory Statement, with effect from the passing of this resolution."

There are no voting exclusions on this Resolution.

Resolution 10: Renewal of the Proportional Takeover Provisions in the Constitution of the Company

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

"That, approval be given for the proportional takeover provisions contained in Clause 11 of the Constitution of the Company to be renewed for a further three-year period from the date of the 2023 Annual General Meeting, as detailed in the Explanatory Statement."

There are no voting exclusions on this Resolution.

Resolution 11: Approval for Financial Assistance

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

"That, for the purposes of and in accordance with sections 260A and 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the transaction described in the Explanatory Statement accompanying this Resolution (and which forms a part of this Resolution) and all elements of that transaction (including upon any subsequent refinancing, variation or replacement of any facility, or the provision of further security in connection with any facility) that may constitute financial assistance by each of the following companies :

- (a) Secon Freight Logistics Pty. Ltd. ACN 619 650 609;*
- (b) Secon Holdings Pty. Ltd. ACN 159 110 737;*
- (c) Bulk Carriers Australia Pty Ltd ACN 134 028 096; and*
- (d) Licola Enterprises Pty Ltd ACN 059 346 208."*

There are no voting exclusions on this Resolution.

Resolution 12: Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

There are no voting exclusions on this Resolution.

By order of the Board



Melanie Leydin

Company Secretary

Dated: 10 October 2023

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 10.00am on the date 48 hours before the date of the Annual General Meeting on Monday, 13 November 2023. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting. On a poll, members have one vote for every fully paid ordinary share held.
3. **Proxies**
 - (a) Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - (b) Each Shareholder has a right to appoint one or two proxies.
 - (c) A proxy need not be a Shareholder of the Company.
 - (d) If a Shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - (e) Where 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.
 - (f) If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - (g) A proxy form must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxy forms given by corporations must be signed in accordance with the corporation's constitution and Corporations Act.
 - (h) If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.
 - (i) To be effective, proxy forms must be received by the Company's share registry (Boardroom Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than **10.00am (AEDT) on Monday, 13 November 2023**. Any proxy form received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

6. Voting Exclusion Statement:

Resolution 1

In accordance with Sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the KMP voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2 – 4

There are no voting exclusions on this Resolution.

Resolutions 5 & 6

The Company will disregard any votes cast in favour of either of these Resolutions by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1 (a director of the Company, including Mr John Sood and Mr Brendan Boyd, each of whom is a director proposed to be granted Options pursuant to these Resolutions), 10.14.2 (an associate of a director of the Company) or 10.14.3 (a person whose relationship with the Company or a director of the Company or their associate is such that the ASX is of the opinion that the acquisition should be approved by security holders), who is eligible to participate in the Company's employee incentive scheme; or
- (b) an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the meeting 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Restriction on KMPs voting undirected proxies:

In accordance with Section 250BD of the Corporations Act, a vote must not be cast as proxy on either of these Resolutions by a member of the Key Management Personnel (as defined by the Corporations Act), or a closely related party of a member of Key Management Personnel, where that proxy appointment does not specify the way the proxy is to vote on the relevant Resolution, and any such vote purported to be cast will be disregarded.

However, a person described above (a "KMP Voter") may cast a vote on either of these Resolutions as a proxy if:

- (a) The KMP Voter is the Chair of the meeting; and
- (b) the written appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Restriction on voting by proposed recipients:

In accordance with Section 200E(2A) of the Corporations Act, a vote must not be cast on either of these Resolutions by or on behalf of the proposed recipient of the Options under that Resolution, or an associate of that person, and any such vote purported to be cast will be disregarded.

However, a person described above (a "Restricted Voter") may cast a vote on the relevant Resolution if:

- (a) it is cast by the Restricted Voter as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- (b) it is not cast on behalf of the Restricted Voter.

Resolution 7

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

- (a) a person who is eligible to participate in the Plan or any associates of that person; or
- (b) a KMP, or any of their closely related parties.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form;
- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form to vote as the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the relevant issue of securities or any associates of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) 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
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 - 11

There are no voting exclusions on these Resolutions.

Resolution 12

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

However, if, between the date of dispatch of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour of Resolution 7 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the Company); or
- (b) an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the meeting 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 9281 6900 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement (“**Statement**”) is included in and forms part of the Notice of Meeting. The purpose of this Explanatory Statement is to provide Shareholders with information they require in order to make an informed decision on the Resolutions.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Explanatory Statement in its entirety for a detailed explanation of the Resolutions.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 25 June 2023 which incorporates the Company's Financial Report and the Directors' Report (including the Remuneration Report and the Auditors' Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all Shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9281 6900, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: <https://www.silklogistics.com.au/> or via the Company's announcement platform on ASX (ASX: SLH). Except for as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions or make comments on the Annual Report and the management of the Company. The auditor will be invited to attend to answer questions about the audit of the Company's 2023 Annual Financial Statements.

ORDINARY BUSINESS

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2023 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this Resolution, that each Director (or any Closely Related Party of a Director) is excluded from voting their Shares on this Resolution.

The Board recommends that Shareholders vote in favour of this Resolution to adopt the Remuneration Report.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 2: Re-election of Mr Stephen Moulton as a Director of the Company

Background

ASX Listing Rule 14.4 states that a Director of an entity must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment. In accordance with ASX Listing Rule 14.4, Mr Stephen Moulton retires by rotation and, being eligible, offers himself for re-election.

Mr Moulton is currently the Chairman and a partner of Danaher Moulton, Mr Moulton is a Corporate Advisory and Mergers & Acquisitions law partner with over 30 years' experience. Mr Moulton has previously served as a Director on ASX listed companies and has commercial experience in Logistics, Transport and Financial Services.

Mr Moulton also currently serves as a Chairman and Director of the O'Brien Foundation, Director of SugarbyHalf Ltd and Defeat Diabetes Pty Ltd. Prior to his present roles he was a partner at a corporate advisory/M&A firm, Gadens, a partner at Clayton Utz, and PwC (Head of Legal in Victoria), and Chairman of Partners and Managing Partner of Mills Oakley. Stephen also served as Director of the O'Brien Institute, buyMyplace.com.au Ltd (ASX:BMP), GMDX Holdings Ltd and the Carlton Football Club for 6 years until 2012.

Board Recommendation

The Board (with Mr Moulton abstaining) recommends that Shareholders vote in favour of this Resolution.

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 3: Re-election of Mr Terry Sinclair as a Director of the Company

Background

ASX Listing Rule 14.4 states that a Director of an entity must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment. In accordance with ASX Listing Rule 14.4, Mr Terry Sinclair retires by rotation and, being eligible, offers himself for re-election.

Mr Sinclair has significant operational and corporate development experience across Industrial, Resources and Consumer Services sectors including 20 years in senior management roles in BHP (Minerals, Steel and Transport/Logistics) and Australia Post (Head of Logistics and Corporate Development). Mr Sinclair also provides Mergers and Acquisitions advisory services to private equity and government clients.

Mr Sinclair currently serves as Non-Executive Director (and Interim Chair) of Australian Tower Networks Pty Ltd, Senior Advisor to Australian Super, and as Non-Executive Director of Cleanaway Limited (ASX:CWY). Formerly, Mr Sinclair was a Non-Executive Director of Faethm.ai Pty Ltd, Ovato Limited (ASX:OVT) and Zoom2U Technologies (ASX:Z2U), as well as Managing Director of Service Stream Limited (ASX:SSM), Chair of AUX Investments (jointly owned by Qantas and Australia Post), Chair of Star Track Express, Director of Sai Cheng Logistics (China), and Director of Asia Pacific Alliance (HK).

Board Recommendation

The Board (with Mr Sinclair abstaining) recommends that Shareholders vote in favour of this Resolution.

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 4: Election of Ms Cheryl Hayman as a Director of the Company

Background

The Company's Constitution specifies that, the Company's Directors have the power at any time to appoint any person to be a Director either to fill a vacancy or as an addition to the existing Directors. That Director will hold office until the next annual general meeting of the Company when the newly appointed Director may be nominated for re-election.

Ms Cheryl Hayman was appointed as a Non-Executive Director of the Company on 1 May 2023. Accordingly, Ms Hayman resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to this Resolution.

Ms Hayman is an experienced Non-Executive Director with a track record of applying a strategic focus to growth and managing challenges in geographic product and channel expansion. Ms Hayman is currently director of Ai-Media Technologies Limited (ASX:AIM), Beston Global Foods Ltd (ASX:BFC), Darlinghurst Theatre Company and not-for-profit Peer Support Australia, and has previously served as marketing director for George Weston Foods, Yum! Restaurants and Unilever in Australia and the UK.

Ms Hayman is also a Chief Executive Women (CEW) member (including Policy and Advocacy Committee) and a mentor for Mentor Walks, Women on Boards, National Association of Women in Operations (NAWO) and The Marketing Academy.

Board Recommendation

The Board (with Ms Hayman abstaining) recommends that Shareholders vote in favour of this Resolution.

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolutions 5 & 6: Approvals to grant Options to Mr John Sood and Mr Brendan Boyd

Background

Resolutions 5 and 6 seek Shareholder approval to grant Options with a value of \$232,838.00 to Mr John Sood and Options with a value of \$388,241.57 to Mr Brendan Boyd, each of whom is an Executive Director of the Company, as long term incentives, on the terms described below and in accordance with the Company's Executive Incentive Plan (the **Executive Plan**), as well as approval for the issue of any Shares on vesting and exercise of those Options.

The exact numbers of Options to be issued to Mr Sood and Mr Boyd, if approved, is not fixed at the date of this Notice, and will be calculated in accordance with the following formula:

$$\text{Number of options} = \text{Director's LTI Component} \div \text{Option Fair Value at Approval Date}$$

Where:

- **Directors' LTI component** is their respective annual Long Term Incentive remuneration component, as per their respective employment contracts, as follows:
 - o Mr Sood: 50% of fixed annual remuneration = \$465,676.00 x 50% = \$232,838.00
 - o Mr Boyd: 75% of fixed annual remuneration = \$517,655.42 x 75% = \$388,241.57
- **Option Fair Value** is the fair value of options as calculated as at Approval Date
- **Approval Date** is the date of this Annual General Meeting (15 November 2023).

As the calculation of Option Fair Value depends upon current market-based and other inputs, and will not be determined until the Meeting date, the actual numbers of Options that are to be issued also cannot be determined until that date.

However, as explained further below, an indicative number of Options at the date of preparation of this Notice (**Indicative Number**), based on the Options' indicative fair value (**Indicative Fair Value**) at that date, has been calculated in relation to each of Mr Sood and Mr Boyd to illustrate the numbers of Options that would be issued to them if the Options were granted on 12 September 2023. This information has been provided to assist Shareholders. The respective Indicative Numbers, based on the Directors' LTI Components are:

- Mr Sood: \$232,838.00 ÷ Indicative Fair Value of \$0.486 (48.6 cents) = 479,091 Options
- Mr Boyd: \$388,241.57 ÷ Indicative Fair Value of \$0.486 (48.6 cents) = 798,851 Options

(As noted above, the actual numbers of Options to be issued will be dependent upon the Options' fair values at Approval Date.)

As the Options will form part of Mr Sood's and Mr Boyd's remuneration, they will be granted for no cash payment. Each Option entitles Mr Sood and Mr Boyd to be issued one ordinary fully paid share in the Company upon conversion. The Options do not entitle Mr Sood and Mr Boyd to any dividends or voting rights.

The Board believes that it is appropriate to use Options to compensate Mr Sood and Mr Boyd as this is in line with current market practices and remunerates Mr Sood and Mr Boyd appropriately given the circumstances of the Company and provides an appropriate and meaningful form of remuneration that aligns with Shareholder interests. The Board believes that the achievement of the service and performance hurdles attached to these Options will be to the benefit of all Shareholders as these will motivate Mr Sood and Mr Boyd to remain in the Company's employ to carry on the role of implementing and executing the Company's strategies and overseeing operations. In particular, the Board considers that the value attributed to the Options (as described below) and their associated terms and conditions represent reasonable remuneration for Mr Sood and Mr Boyd as if the Company and Mr Sood and Mr Boyd were dealing at arm's length.

Terms of Options

It is proposed that Options be granted to the following Directors under the Executive Plan, subject to Shareholder approval:

Resolution	Name of Director	Position	Value of proposed Options
Resolution 5	Mr John Sood	Executive Director and Chief Customer Officer	\$232,838.00
Resolution 6	Mr Brendan Boyd	Managing Director and Chief Executive Officer	\$388,241.57

A summary of the major terms and features of the securities is as follows:

- type: Options. Each Option will entitle the holder to be issued one fully paid ordinary Share in the Company upon conversion of that Option;
- vesting conditions: as set out in Annexure A;
- vesting date: following the announcement of the Company's consolidated audited results for the financial year ended in June 2026 (expected to be in August/September after the end of the relevant final financial year);
- exercise price: \$2.01 per Option (based on VWAP of the Company's Shares for the month of June 2023);
- expiry date: 25 June 2028

Directors' Remuneration Packages and Interests

As at the date of this Notice, the details (including the amount) of the current total remuneration package of each of the Directors to whom (or to whose nominee(s)) Options would be issued if Resolutions 5 and/or 6 are passed are:

Name of Director	Position	Remuneration Package Details
Mr John Sood (Resolution 5)	Executive Director and Chief Customer Officer	Current remuneration package comprises: <ul style="list-style-type: none"> • Total fixed annual remuneration of \$465,676.00, comprising \$438,176 cash salary and statutory superannuation of \$27,500. • Short term incentive of up to 40% of fixed annual remuneration, dependent upon achievement of specified safety, ESG and performance targets. • Long term incentive remuneration component of up to 50% of fixed annual remuneration (being \$232,838.00), dependent upon achievement of specified service, performance and earnings targets.
Mr Brendan Boyd (Resolution 6)	Managing Director and Chief Executive Officer	Current remuneration package comprises: <ul style="list-style-type: none"> • Total fixed annual remuneration of \$517,655.42 comprising \$490,155.42 cash salary and statutory superannuation of \$27,500. • Short term incentive of up to 50% of fixed annual remuneration, dependent upon achievement of specified safety, ESG and performance targets. • Long term incentive remuneration component of up to 75% of fixed annual remuneration (being \$388,241.57, dependent upon achievement of specified service, performance and earnings targets.

The above includes the value of the proposed Options, being the long term incentive remuneration component items.

The Company has prepared an assessment of the Indicative Fair Value of the Options as summarised below. The value is indicative only, based on assumptions relevant at the date of the calculation, being 12 September 2023. Different assumptions may be relevant at Approval Date which may alter the fair value of the Options for financial reporting purposes. The total remuneration packages in the above table would remain unchanged, as the Directors' LTI components are fixed, and the actual numbers of Options issued may be increased or decreased for each of the above Directors, based on the assumptions at Approval Date. The actual valuation amount will not be able to be calculated until after the Approval Date, at which time the assumptions may have changed.

Indicative Value Assessment	
Indicative fair value per Option	\$0.486 (48.6 cents)
Total \$ per Director	Mr John Sood: \$232,838.00 Mr Brendan Boyd: \$388,241.57
Indicative Number of Options per Director	Mr John Sood: 479,091 Options Mr Brendan Boyd: 798,851 Options
Total \$	\$621,079.57
Total Options (Indicative Number)	1,277,941

The Indicative Fair Value was calculated using the Hoadley Trading & Investment Tools ESO2 valuation model. The Company has received an independent valuation of the securities. The assumptions used in the valuation model were as follows:

Assumptions:	
Valuation Date	12 September 2023 [^]
Spot Price (VALUATION DATE)	\$ 1.675
Exercise price	\$ 2.01 per Option
Vesting date	12 September 2026
Expiry date	25 June 2028
Expected future volatility ⁺	50%
Risk free rate (5 Year Commonwealth Bond yield)	3.88%
Dividend yield	5.00%

[^] Based on the Approval Date assumed as being the valuation date.

⁺ Based on assessment of estimated future volatility of the Company

At Grant Date, the actual number of Options to be issued would be calculated based on the fair value of the Options, calculated using the Hoadley Trading & Investment Tools ESO2 valuation model and the relevant assumptions as at Grant Date.

As at the date of this Notice, the Directors who are proposed to receive the Options have the following direct and indirect interests in Shares and Options of the Company:

Director (and/or associate(s))	Existing		Holdings of other Securities of the Company
	Shares held	% of total issued Shares	
Mr John Sood	10,801,794	13.25	405,767 unlisted Options
Mr Brendan Boyd	10,751,794	13.19	776,268 unlisted Options

Following issue of the Options (assuming Indicative Number issued):

- Mr John Sood (and/or his nominee(s)) would hold 884,858 Options.
- Mr Brendan Boyd (and/or his nominee(s)) would hold 1,575,119 Options;

If each respective Director's proposed Options were to be exercised (assuming no other director exercised their Options, and there were no other issues of Shares), the above percentages would increase as follows (assuming Indicative Number issued):

Director	Existing %	New %
Mr John Sood	13.25	13.84
Mr Brendan Boyd	13.19	14.17

ASX Listing Rules requirements

As noted above, the Company is proposing to issue Options to Mr John Sood and Mr Brendan Boyd (the "Issues").

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1: a director of the company;
- 10.14.2: an associate of a director of the company; or
- 10.14.3: a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issues fall within Listing Rule 10.14.1 above, as the proposed recipients are Directors of the Company

and the Executive Plan constitutes an “employee incentive scheme” under the ASX Listing Rules, and therefore require the approval of the Company’s Shareholders under Listing Rule 10.14.

Resolutions 5 and 6 therefore seek the required Shareholder approvals to the Issues under and for the purposes of Listing Rule 10.14.

If all or any of Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue(s) of the respective Options and the applicable Director(s) will receive the number of Options calculated using the formula set out above, with the increase in their remuneration and potential increase in their shareholding if the Options are converted to Shares, as described above.

If all or any of Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue(s) of the respective Options to the applicable Director(s) and the applicable Director(s) will not receive the Options or any potential shareholdings as described above.

If approvals are given under ASX Listing Rule 10.14, approvals are not required under ASX Listing Rule 7.1.

Disclosures for the purposes of ASX Listing Rule 10.15

The following disclosures are made for the purposes of ASX Listing Rule 10.15:

- (a) the names of the persons are Mr John Sood (in relation to Resolution 5) and Mr Brendan Boyd (in relation to Resolution 6);
- (b) Mr Sood and Mr Boyd both fall within ASX Listing Rule 10.14.1, as they are each a Director of the Company;
- (c) the number and class of securities proposed to be issued are as follows
 - Class of securities to be issued to Mr Sood and Mr Boyd: Options as described in this Notice; and
 - The number of Options to be issued is not fixed at the date of this Notice and will be calculated at Grant Date using the following formula:

Number of options = Director’s LTI Component ÷ Option Fair Value at Approval Date

Where:

- **Directors’ LTI component** is their respective annual Long Term Incentive remuneration component, as per their respective employment contracts, as follows:
 - Mr Sood: 50% of fixed annual remuneration = \$465,676.00 x 50% = \$232,838.00
 - Mr Boyd: 75% of fixed annual remuneration = \$517,655.42 x 75% = \$388,241.57
 - **Option Fair Value** is the fair value of options as calculated as at Approval Date
 - **Approval Date** is the date of this Annual General Meeting (15 November 2023).
- (d) details of the current remuneration packages of Mr Boyd and Mr Sood are as set out above;
 - (e) the total number of securities previously issued under the Executive Plan:
 - to Mr Sood: 405,767 unlisted Options at an acquisition price of nil; and
 - to Mr Boyd: 776,268 unlisted Options at an acquisition price of nil.
 - (f) information about the securities is as follows:
 - A summary of the material terms of the securities is set out above and also in Annexure A;
 - An explanation for the use of this type of security is set out above.
 - The total value the entity attributes to these securities is \$621,079.57 based on the indicative fair value as described above;
 - (g) the Company expects to issue the Options within 1 month after the date of the Meeting, and in any event, no later than 3 years after the date of the Meeting;
 - (h) the Options will be granted to Mr Sood and Mr Boyd at a nil issue price;
 - (i) the material terms of the Executive Plan can be found in Annexure B to this Explanatory Statement;
 - (j) no loan will be made by the Company in relation to the grants of Options to Mr Sood and Mr Boyd;
 - (k) details of any securities issued under the Executive Plan will be published in the Annual Report of the Company relating to a period in which the securities were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
 - (l) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Executive Plan after these Resolutions are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

Retirement/Termination Benefits approval – Section 200B and s200E Corporations Act

Sections 200B and 200E of the Corporations Act prohibit a company from giving a benefit to a person who holds (or has held in the previous three years) a managerial or executive office with the Company or its subsidiaries, if that benefit is given in connection with that person's retirement from office and is in excess of that person's average annual base salary over the relevant period, unless the benefit is approved by Shareholders or an exemption applies.

Approval is therefore sought under Section 200E of the Corporations Act to allow for the Board to determine to accelerate vesting of some or all of Mr Sood's or Mr Boyd's unvested Options granted under Resolution 5 and 6 respectively in the event either of them ceases employment in 'good leaver' circumstances, being cessation due to death, total and permanent incapacity, bona fide retirement with the prior approval of the Board, or, otherwise, where the Board has determined that the ceasing employee be treated as a 'good leaver' and for the benefit not to be a termination benefit for the purposes of the Corporations Act. Where Mr Sood or Mr Boyd ceases as an 'other leaver' (which includes by resignation or dismissal for poor performance), all unvested Options will lapse, unless the Board determines otherwise.

If Shareholder approval is obtained, the value of the approved benefits will be disregarded when calculating Mr Sood's or Mr Boyd's termination benefits cap for the purpose of sub-section 200F(2)(b) or sub-section 200G(1)(c) of the Corporations Act. The approval will be effective from the date the Resolution is passed until the conclusion of the 2026 Annual General Meeting (that is, for a period of approximately three years).

The value of any benefit relating to the acceleration of unvested Options held by Mr Sood or Mr Boyd in connection with them ceasing to hold managerial or executive office cannot presently be ascertained. However, the value of the Options to be granted to Mr Sood and Mr Boyd (if these Resolutions 5 and 6 approved by Shareholders) as at the date of grant is fixed, being a value of \$232,838.00 for Mr Sood and a value of \$388,241.57 for Mr Boyd. Furthermore, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- the number of unvested Options held by Mr Sood or Mr Boyd prior to cessation of his employment (the formula for calculating which is set out above);
- the date when, and circumstances in which, Mr Sood or Mr Boyd ceases employment;
- whether service or performance hurdles are waived or (if not waived) met, and the number of unvested Options that vest (which could be all of the Options held by Mr Sood or Mr Boyd, which are granted pursuant to these Resolutions 5 and 6); and
- the market price of the Company's shares on the ASX on the date Shares are provided to Mr Sood or Mr Boyd upon vesting of the Options.

ASX Listing Rule 10.19

ASX Listing Rule 10.19 provides that without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

The Company is also seeking Shareholder approval, for the purposes of ASX Listing Rule 10.19, for the potential termination benefit that the Company may provide to Mr Sood and/or Mr Boyd in connection with the acceleration of unvested Options held by them in connection with them ceasing to hold managerial or executive office with the Company.

As noted above, the Board seeks to retain flexibility to exercise its discretion to determine that the Options to be issued to Mr Sood and Mr Boyd (or their nominees) for past performance will not be forfeited by virtue of their resignation. As also outlined above, the value of the termination benefit payable to Mr Sood and/or Mr Boyd (or their nominees) in such circumstances cannot be presently ascertained and will depend on the factors set out above. However, it is possible that the provision of the benefit associated with the vesting and exercise of the Options in the future may exceed 5% of the equity interests of the Company at the relevant time, although it is unlikely.

Corporations Act – Chapter 2E

The Board (other than Mr Sood and Mr Boyd) has formed the view that the grant of Options to Mr John

Sood and Mr Brendan Boyd (or their nominee) does not require Shareholder approval under section 208 of the Corporations Act as the grant constitutes “reasonable remuneration” in accordance with section 211 of the Corporations Act.

A “financial benefit” is defined in section 229 of the Corporations Act and includes issuing securities or granting an option to a related party.

Section 228 of the Corporations Act defines a “related party” for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

In reaching this view, the Board (other than Mr Sood and Mr Boyd) considers the proposed grant of Options aligns the interests of Mr Sood and Mr Boyd with the interests of Shareholders. The grant of Options to Mr Sood and Mr Boyd (or their nominees) is a cost-effective form of remuneration when compared to the payment of cash consideration. The Board believes that having regard to the Company's current cash position, and the Company's objective to use available cash to fund its operations in the near future, compensating Mr Sood and Mr Boyd in Options is in line with current market practices.

Voting Exclusions

A voting exclusion statement is set out in Note 6 of this Notice.

Board Recommendation

The Board (with the respective relevant directors abstaining in relation to the relevant Resolutions regarding their own proposed Options) recommends that Shareholders vote in favour of Resolutions 5 and 6.

Resolution 7: Shareholder Approval of the Employee Incentive Scheme

Background

ASX Listing Rule 7.1 imposes a limit on the number of equity securities which the Company can issue in a given 12-month period without prior shareholder approval. If Shareholders approval is obtained in accordance with ASX Listing Rule 7.2 (Exception 13), the number of equity securities issued under the approved employee incentive scheme will be exempted from being counted towards the ASX Listing Rule 7.1 issuing capacity.

The Company is therefore seeking Shareholder approval for the purpose of ASX Listing Rule 7.2 (Exception 13) for its employee incentive scheme that include the following plans: (collectively, “EIS”)

- (a) Silk Logistics Holdings Limited Executive Incentive Plan (**Executive Plan**);
- (b) Silk Logistics Holdings Limited Non-Employee Incentive Plan (**Non-Employee Plan**); and
- (c) Silk Logistics Holdings Limited Tax Exempt Share Plan (**Share Plan**).

ASX Listing Rule 7.2 (Exception 13) provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme within three (3) years:

- for a scheme established prior to listing, from the date of the lodgement of the prospectus, if a scheme was established before the entity was listed and a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus;
- for a scheme established after listing, after shareholder approval of that scheme.

Both the Executive Plan and the Non-Employee Plan were established prior to the Company being listed and a summary of the terms of these two plans and the maximum number of equity securities proposed to be issued under these plans were set out in the prospectus lodged on 7 July 2021, whereby the three

(3) years period for these two plans expires on 7 July 2024. This Resolution seeks the renewal of Shareholder approval of these two plans.

The Share Plan was established after the Company was listed, and this Resolution seeks Shareholder approval of this plan.

The Company therefore seeks approval of the three plans under the EIS for the purpose of ASX Listing Rule 7.2 (Exception 13) so that issues of securities under the EIS do not impede the issuing capacity under ASX Listing Rule 7.1 for the next three (3) years.

Participants may be offered Shares, Options or Performance Rights (**Awards**) as part of the Company's various offers under the EIS.

For the purposes of ASX Listing Rule 7.2 (Exception 13), the maximum number of Awards proposed to be granted under the EIS in the three (3) years period from the date of this Meeting will be 8,150,319, being 10% of the total issued Shares as at 18 September 2023. This maximum amount is not intended to be a prediction of the actual number of Awards to be granted under the EIS, but is simply a maximum number for the purposes of ASX Listing Rule 7.2 (Exception 13) to allow the Company to grant up to the threshold amount over the three (3) years period without reducing its placement capacity under ASX Listing Rule 7.1. Any additional issues under the Plan above that number would be made using the Company's placement capacity under ASX Listing Rule 7.1.

The Company wishes to preserve the flexibility to use its placement capacity under ASX Listing Rule 7.1 for each of the 12-month period in the next three (3) years for issuing securities that are not related to the EIS. If this Resolution is approved, the Company will be able to issue equity securities under the EIS to eligible participants over a period of three (3) years and those equity securities will not count towards the Company's placement capacity under ASX Listing Rule 7.1 applicable at the relevant time. If this Resolution is not approved issues of securities under the EIS will be subject to the Company's placement capacity under ASX Listing Rule 7.1 applicable at the relevant time.

ASX Listing Rules requirements

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 13) which provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three (3) years before the date of issue, Shareholders have approved the EIS with the following information:

- (a) A summary of the terms of the EIS is included in Annexure B;
- (b) The number of securities issued under the Executive Incentive Plan and the Non-Employee Incentive Plan since the Company was listed is 4,310,989;
- (c) The maximum number of equity securities proposed to be issued under the EIS following the approval of this Meeting is stated above.

Corporations Act

Approval is also sought under this Resolution for the purposes of Section 260C of the Corporations Act. Under Section 260C(4) of the Corporations Act, a company may financially assist a person to acquire its shares if the financial assistance is given under an employee share scheme that is approved by shareholders at a general meeting.

The EIS may provide that the Board will have the discretion to determine:

- (a) when, and with what frequency, Awards will be granted to the participants;
- (b) the terms and conditions applicable to the Awards (such as the grant date, vesting conditions, exercise conditions and price, and whether the Awards will be equity settled or cash settled or both);
- (c) whether the Awards will be granted in one or multiple tranches; and
- (d) the quantum of Awards that will be offered.

For the purpose of incentivising the Company's employees, the Board may determine it is appropriate to offer the securities to the participants at a discounted price to the securities' market value. This may be considered to be the Company providing financial assistance for the acquisition of its own shares or other securities. Accordingly, this Resolution seeks approval of the EIS for the purposes of Section 260C(4) of the Corporations Act.

Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

Voting exclusions

A voting exclusion statement is set out in Note 6 of this Notice.

Resolution 8: Ratification of Prior Issue of 2,502,630 Fully Paid Ordinary Shares

Background

The Company is seeking Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of 2,502,630 Shares as part consideration for the acquisition of Secon Freight Logistics Pty Ltd (**Consideration**) in accordance with the Company's ASX announcement dated 4 August 2023. These Shares were issued on 11 September 2023 (**Issue Date**) and an application for quotation of securities in relation to this issue was lodged with the ASX on that same date.

Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of Shares for the Consideration, which was made using the Company's 15% placement capacity under Listing Rule 7.1, was within the Company's available placement capacity under Listing Rule 7.1 and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1 and 7.1A (if applicable).

The Company now seeks Shareholders' ratification of the issue of 2,502,630 Shares in accordance with Listing Rule 7.4.

If this Resolution is passed, the prior issue of 2,502,630 Shares will be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without having the 2,502,630 Shares counted towards the 15% placement capacity under Listing Rule 7.1.

If this Resolution is not passed, the prior issue of 2,502,630 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The 2,502,630 Shares will be counted towards the 15% placement capacity under Listing Rule 7.1 until after 11 September 2024 (being the expiry of the 12-month period after the Issue Date) and will therefore limit the Company's placement capacity under Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) the securities were issued as part consideration for the acquisition of Secon Freight Logistics Pty Ltd. There were no participants in the issue that are required to be disclosed pursuant to ASX Guidance Note 21;
- (b) the number and class of securities issued were 2,502,630 fully paid ordinary shares in the Company;
- (c) the Shares were issued on 11 September 2023;
- (d) the Shares were issued at a deemed issue price of \$1.9979 per Share;
- (e) the purpose of the Share issue for the payment of part consideration for the acquisition of Secon Freight Logistics Pty Ltd.

Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

SPECIAL BUSINESS

Resolution 9: Approval of Amendments to the Company's Constitution

Background

As part of its regular review of its operations in order to streamline administration, minimise costs and incorporate recent regulatory updates, the Company proposes to amend the Constitution as set out below.

The amendments are proposed in order to bring the provisions of the Constitution in line with recent technological updates and will assist the Company to utilise various electronic platforms and tools to hold and conduct shareholder meetings.

Section 136 of the Corporations Act allows a company to modify its constitution, by passing a special resolution.

Accordingly, this Resolution seeks Shareholder approval to amend the existing Constitution.

A copy of the amended Constitution is available for review by Shareholders at Level 1, 850 Lorimer Street Port Melbourne VIC 3207. A copy of the amended Constitution can also be sent to Shareholders upon request to the Company Secretary at Melanie.Leydin@vistra.com.

Proposed Amendments – Virtual Only Shareholder Meeting

The Company seeks Shareholder approval for the purposes of Section 136(2) of the Corporations Act, and for all other purposes, to amend the Constitution as follows.

Proposed Amendments

(a) Insert new definitions in clause 1.1 as follows:

*“**Virtual Meeting** means the meeting conveyed using Virtual Meeting Technology only without physical attendance; and*

***Virtual Meeting Technology** means any technology that allows a person to participate in a meeting without being physically present at the meeting.”*

(b) Amend and replace clause 12.2(a)(i) to read as follows:

“(i) the Directors may determine in relation to any general meeting to enable any person entitled to attend and participate by simultaneous attendance and participation by means of an electronic facility or facilities:

(A) at one or more physical venues;

*(B) at one or more physical venues and using Virtual Meeting Technology (**Hybrid Meeting**); and*

(C) using Virtual Meeting Technology only”

(c) Insert new clause 12.2(c) to read as follows:

- (c) *If Virtual Meeting Technology is to be used for a meeting of members, the Directors will determine the type of technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio or visual device which permits instantaneous communication.*

Other Minor Amendments

Some minor amendments have also been carried out throughout the document in order to refresh definitions, that do not alter the meaning of the clauses, that are cosmetic or that are needed in order to render the foregoing amendments effective.

Purpose of Proposed Amendment

The recent legislative updates made to the Corporations Act provide that companies may use technology to allow members to attend general meetings virtually if a wholly virtual meeting is expressly permitted by the constitution. The abovementioned amendments to the Constitution will allow the Company to hold wholly virtual meetings of members following the passing of this Resolution.

Directors Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

Voting exclusions

There are no voting exclusions applicable to this Resolution.

Resolution 10: Renewal of the Proportional Takeover Provisions in the Constitution of the Company

Background

The Company's Constitution currently contains provisions dealing with proportional takeover bids for the Company's Shares. The provisions, which are contained in Clause 11 of the Constitution, are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company (**Provisions**).

Under the Corporations Act, these Provisions must be renewed every three years, or they will cease to have effect. The Constitution (and the Provisions in Clause 11) was adopted on 22 March 2021. The current Provisions will automatically cease to have effect by 22 March 2024 unless they are renewed by Shareholders' approval under this Resolution. If renewed again at this year's AGM, the proposed proportional takeover Provisions will be in exactly the same terms as the existing Provisions and will have effect for a three-year period commencing on the date of the Meeting.

The Corporations Act requires that the following information be provided to Shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect of the Provisions to be included

A proportional takeover bid is one where an offer is made to each Shareholder for a proportion of that Shareholder's shares. If the Provisions in the Constitution are renewed and a proportional takeover bid is made after the date of the Meeting, the Directors must hold a meeting of the Shareholders of the class of Shares being bid for to consider whether or not to approve the bid. The Directors must ensure that a resolution to approve the bid is voted on at least 14 days before the last day of the bid period. The resolution will be passed if more than 50 per cent of eligible votes are cast in favour of the approval. The bidder and its associates are not allowed to vote on the resolution. If no such resolution is voted on by the above deadline, a resolution approving the bid is taken to have been passed. If a resolution to approve the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn. If the bid is approved or taken to have been approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Company's Constitution. The Provisions do not apply to full takeover bids and will only apply for three years after the Meeting, unless again renewed by

Shareholders.

Reasons for proposing this Resolution

The Directors consider that Shareholders should have the opportunity to vote on any proportional takeover bid for the Company. Without the Provisions being included in the Constitution, a proportional takeover bid for the Company may enable control of the Company to be acquired without Shareholders having the opportunity to sell all of their Shares to the bidder.

Shareholders may therefore be at risk of passing control to the bidder without payment of an adequate control premium for all their Shares whilst leaving themselves as part of a minority interest in the Company.

The Provisions lessen these risks because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. The benefit of the Provisions is that Shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

No knowledge of present acquisitions proposals

As at the date of this Notice, no Director of the Company is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages for the Directors and Shareholders of the Company

The renewal of the Provisions will enable the Directors to formally ascertain the views of Shareholders in respect of a proportional takeover bid. Without such Provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the renewal of the Provisions has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be approved.

The potential advantages of the Provisions for Shareholders of the Company are:

- all Shareholders are given the opportunity to consider and vote upon a proportional takeover bid;
- Shareholders have the right to determine by majority vote whether a proportional takeover bid should proceed;
- the Provisions may assist Shareholders to avoid being locked in as a minority;
- increase in Shareholders' bargaining power which may assist in ensuring that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to accept or reject an offer under the bid.

The potential disadvantages of the Provisions for Shareholders include:

- the likelihood of a proportional takeover bid being successful may be reduced and the Provisions may discourage the making of a proportional takeover bid in respect of the Company;
- the Provisions may reduce the opportunities which Shareholders may have to sell all or some of their Shares at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price; and
- the Provisions may be considered an additional restriction on the ability of individual Shareholders to deal freely in their Shares.

The Board considers that the potential advantages for members of the Provisions outweigh the potential disadvantages.

Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

Voting exclusions

There are no voting exclusions applicable to this Resolution.

Resolution 11: Approval for Financial Assistance

Background

This part of the Explanatory Statement has been prepared in connection with a proposed special resolution of the Company to approve the giving of financial assistance by:

- Secon Freight Logistics Pty. Ltd. (ACN 619 650 609);
- Secon Holdings Pty. Ltd. (ACN 159 110 737);
- Bulk Carriers Australia Pty Ltd (ACN 134 028 096); and
- Licola Enterprises Pty Ltd (ACN 059 346 208) (each a **Secon Entity** and together, the **Secon Entities**),

within the meaning of section 260A of the Corporations Act (**Financial Assistance Resolution**).

The Financial Assistance Resolution is to comply with section 260B(2) of the Corporations Act.

Requirement for shareholder approval

Pursuant to section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Under section 260B(1) of the Corporations Act, for a company to financially assist a person to acquire shares (or units of shares) in itself or its holding company, the financial assistance must be approved by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

Approval of the Financial Assistance Resolution pursuant to section 260B(1) will be given by the shareholder(s) of each Secon Entity.

Additionally, under section 260B(2) of the Corporations Act, if immediately after an acquisition, a company will be a subsidiary of an Australian listed domestic corporation, the financial assistance must also be approved by a special resolution passed at a general meeting of the shareholders of that listed domestic corporation.

Following the Acquisition (defined below), the Secon Entities will become subsidiaries of the Company (being a listed domestic corporation). As such, shareholders of the Company are asked to approve the financial assistance for the purposes of section 260B(2).

Purchase of Secon Entities and Finance Arrangements

As previously announced on 1 September 2023, the Company completed the purchase of all of the issued shares in Secon Freight Logistics Pty. Ltd. (ACN 619 650 609). Accordingly, on completion the Company became the ultimate holding company of the Secon Entities (the **Secon Acquisition**) and correspondingly, each of the Secon Entities became a subsidiary of the Company, being a listed domestic corporation.

The Company had previously entered into facility agreements and a Common Terms Deed with, among others, National Australia Bank (ABN 12 004 044 937) and Coöperatieve Rabobank U.A., Australia Branch ABN 70 003 917 655 (collectively, "**Lenders**") on or about 2 May 2023 in each case as amended and restated on or about 29 August 2023 (collectively "**Facility Agreement**"). The combined limit available to the Company under the Facility Agreement at the time of the Secon Acquisition was approximately A\$104,250,000.

It is a condition of the Facility Agreement that the Company procure that the Secon Entities accede to the Facility Agreement and become additional guarantors and security providers in accordance with the terms of the Facility Agreement. Accordingly, the Secon Entities are proposing to enter into the following documents:

- (a) an accession agreement to the Facility Agreement under which the Secon Entities will become a party to the Facility Agreement as additional guarantors (**Accession Agreement**);
- (b) a general security deed under which the Secon Entities will charge their assets and undertakings in favour of the Security Trustee (as defined in the Facility Agreement) as security for the liabilities of the Company and each other obligor (including Secon Entities) under the Facility Agreement (**Security Deed**); and
- (c) any other document ancillary to, required by, or in connection with, the Facility Agreement (including without limitation each Finance Document contemplated in the Facility Agreement to which the Secon Entities will be a party), any document replacing the Facility Agreement and any guarantee, indemnity or security interest given in connection with the Facility Agreement, any document replacing the Facility Agreement and any related document (**Ancillary Documents**).

(collectively, the **Finance Documents**).

Proposed Financial Assistance and Corporations Act requirements

A company may be regarded as giving financial assistance if it gives something needed in order that a transaction be carried out or something in the nature of aid or help. Common examples of financial assistance include issuing a debenture, giving security over the company's assets and giving a guarantee or indemnity in respect of another person's liability.

In order to secure and regulate the obligations of the Company and any applicable subsidiary or related entity of it in relation to Facility Agreement, each Secon Entity may, from time to time:

- (a) execute, or accede to, a new facilities agreement as an obligor:
 - (i) on substantially the same terms as the Facility Agreement; or
 - (ii) on terms approved by the Board or shareholders (or both) at the relevant time;
- (b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, general security agreement (however described), specific security agreement (however described) or otherwise) to secure each obligor's obligations under any new facilities agreement and any related document; and
- (c) execute, or accede to, any document in connection with, or ancillary to, any new facilities agreement or guarantee, indemnity or security interest given in connection with any new facilities agreement and any related document.

Each Secon Entity's obligations under each Finance Document are significant. Those obligations include:

- (a) unconditionally and irrevocably guaranteeing the performance of the obligations (including payment obligations) of the Company and any applicable subsidiary or related entity of it under the Finance Documents from time to time; and
- (b) indemnifying each Lender and other parties against any liability, loss or cost incurred by them under, or in connection with, the Finance Documents.

Accordingly, the entering into and performance by the Secon Entities of the obligations under the Finance Documents (including those Finance Documents as amended, replaced or refinanced) may constitute the giving of financial assistance in connection with the Acquisition by the Secon Entities (under section 260A of the Corporations Act) (the **Proposed Financial Assistance**) and therefore requires the prior approval of shareholders under section 260B of the Corporations Act.

Under section 260B(2) of the Corporations Act, shareholder approval for the Proposed Financial Assistance by the Secon Entities must be approved by special resolution passed at a general meeting of the Company. Shareholders of the Company may vote either for or against Resolution 11 or abstain from voting on the resolution.

To summarise, it is proposed that the giving by each Secon Entity of the Proposed Financial Assistance in connection with the Acquisition be approved by the shareholders of the Company passing Resolution 11 pursuant to section 260B(2) of the Corporations Act.

In accordance with the Corporations Act, a special resolution must be passed by at least 75% of the total votes cast by shareholders present and entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

The Reason for the Proposed Finance Assistance

The reason for the giving of the Proposed Financial Assistance is to enable the Company to comply with its obligations under the Facility Agreement, specifically the provisions requiring the Company to procure Secon Entities accede to the Finance Documents.

If Shareholders do not approve the Finance Assistance Resolution, the Company will be in default of its obligations under the Facility Agreement and the Lenders may exercise its rights to demand payment from the Company and the other relevant group companies.

Approval is also being sought for any financial assistance that may arise or be necessary for any refinancing or variation of the Facility Agreement as well as the provision of any further guarantee or security in connection with Secon Entities (including, without limitation, any additional Finance Document to which the Secon Entities will at any time be a party in connection with the Facility Agreement). This is to maintain the Company's ability to refinance without the need to seek further approval.

Effect of the Proposed Finance Assistance

The main effect of the Proposed Finance Assistance on Secon Entities is that each Secon Entity will guarantee, and grant security to secure, all amounts payable under the Finance Documents.

Accordingly, if the Finance Documents are enforced at any stage this may have an impact on the solvency of the Company and Secon Entities or on the creditors and/or Shareholders of the Company and Secon Entities.

In determining whether to approve the financial assistance it is relevant to consider the likelihood that the Finance Documents will be enforced. The Directors have considered the financial and trading position of the Company and each Secon Entity and the various other group companies.

The Directors do not currently have any reason to believe that the Company or any of its subsidiaries which have acceded to the Facility Agreement are likely to default in their obligations under the Finance Documents. However, if the Company or any applicable subsidiary defaults under the Finance Documents, any one or more of the Lenders may decide to take enforcement action such as making a demand under the Finance Documents (including by a call on the guarantee and indemnity given by each Secon Entity). Accordingly, each Secon Entity will be liable for the default of the Company or any applicable subsidiary under the Finance Documents. However, any Secon Entity which has made a

payment to the Lenders may have a right of contribution or subrogation to be paid by the Company or other Obligor.

Accordingly, the Directors have formed the view that there is no significant immediate prospect of the Finance Documents being enforced.

The advantage of the Proposed Financial Assistance is that it will allow the Company to comply with its obligations under the Facility Agreement and ensure the loan and contingent facilities under the Facility Agreement remain accessible to the Company.

The disadvantages of the Proposed Financial Assistance include that Secured Entities will become liable for outstanding amounts payable under the Facility Agreement and, although the Directors consider this unlikely, in the event of a default under the Facility Agreement the Lenders may make a demand on the guarantees provided by Secured Entities or enforce the security provided by Secured Entities.

The Directors have considered the Proposed Financial Assistance (as well as the advantages and disadvantages of the Proposed Financial Assistance) and are of the opinion that there are reasonable grounds to believe that it is in the best interests and for the commercial benefit of the Company and Secured Entities and that the Proposed Financial Assistance would not be likely to materially prejudice the interests of creditors or Shareholders of the Company or Secured Entities. Furthermore, it is common for newly acquired subsidiaries to be required to provide guarantees of the type required by the Finance Documents.

Other information

The Directors consider the Notice of Meeting and this Explanatory Statement contains all material information known to the Company that could reasonably be required by Shareholders in deciding how to vote on the Financial Assistance Resolution, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to its shareholders.

Notice to ASIC

As required by section 260B(5) of the Corporations Act, a copy of this Notice and the accompanied Explanatory Statement as sent to the Shareholders of the Company was lodged with the Australian Securities and Investments Commission prior to its dispatch to Shareholders.

Special Resolution

The Financial Assistance Resolution is a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

Voting Exclusions

There are no voting exclusions applicable to this Resolution.

Resolution 12: Approval of 10% Placement Facility

Background

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue equity securities under the 10% Placement Facility (as defined below). The effect of this Resolution is to allow the Directors to issue equity securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Capacity (as defined below) under Listing Rule 7.1.

ASX Listing Rules information

Summary of Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount 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 (**15% Capacity**).

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% (**10% Placement Facility**) to 25%.

An 'eligible entity' for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity for these purposes. Note however that if, on the date of the Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the 10% Placement Facility to issue equity securities without further Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue equity securities without Shareholder approval provided for in LR 7.1A and will remain subject to the 15% Capacity limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Formula for Calculating the 10% Placement Facility – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of shares on issue at the commencement of the "relevant period" (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):
- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
 - (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4.;
 - (E) plus the number of partly paid shares that became fully paid in the relevant period;
 - (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula stated above.

Type and Number of Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at 2 October 2023, has on issue the following class of quoted equity securities:

ASX Security Code and Description	Total Number
SLH: Fully paid ordinary shares	81,503,187

Specific information required by Listing Rule 7.3A

1. Placement Period

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this Annual General Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Annual General Meeting;
- (b) the time and date of the Company's next Annual General Meeting; and
- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

The Company will only issue and allot the equity securities approved under the 10% Placement Facility during the 10% Placement Period.

2. Minimum Issue Price and Cash Consideration

The equity securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Company's equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

3. Purposes of the Funds Raised

The purposes for which the funds raised by an issue under the 10% Placement Facility under Listing Rule 7.1A.2 may be used by the Company include:

- (a) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and/or
- (b) continued expenditure on the Company's current business and/or general working capital.

4. Risk of Economic and Voting Dilution

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this Annual General Meeting; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The dilution table below shows the potential dilution of existing Shareholders on the basis of the market price of the Company's quoted ordinary securities as at 2 October 2023 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The dilution table also shows:

- (a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of the Company's ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Dilution Table

Variable 'A' in Listing Rule 7.1A.2	Dilution Scenario	Issue Price		
		50% decrease in Current Share Price	Current Share Price	100% increase in Current Share Price
		\$0.913	\$1.825	\$3.650
Current Variable A 81,503,185	10% Voting Dilution	8,150,319 Shares		
Shares	Funds raised	\$ 7,437,166	\$ 14,874,331	\$ 29,748,663
50% increase in current Variable A 122,254,778	10% Voting Dilution	12,225,478 Shares		
Shares	Funds raised	\$ 11,155,748	\$ 22,311,497	\$ 44,622,994
100% increase in current Variable A 163,006,370	10% Voting Dilution	16,300,637 Shares		
Shares	Funds raised	\$ 14,874,331	\$ 29,748,663	\$ 59,497,325

This dilution table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of equity securities available under the 10% Placement Facility;
- (b) No convertible security (including any Quoted Options issued under the 10% Placement Facility) is exercised and converted into ordinary securities before the date of the issue of the Equity Securities;
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- (e) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (f) The issue of equity securities under the 10% Placement Facility consists only of ordinary securities. If the issue of Equity Securities includes Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (g) The Current Share Price is \$1.825 being the closing market price of the ordinary securities on ASX on 2 October 2023.

5. Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11 and the Corporations Act, and/or new Shareholders who are not related parties or associates of a related party of the Company.

6. Previous Issues under Listing Rule 7.1A.2

Information about Equity Securities issued under Listing Rule 7.1A.2 in the 12-month period preceding the date of the Meeting is set out as follows:

- (a) The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12-month period preceding the date of this Meeting.
- (b) The Company had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under Listing Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Special Resolution

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Directors Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

Voting exclusions

There are no voting exclusions applicable to this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement;

“**10% Placement Period**” has the meaning as defined in the Explanatory Statement;

“**15% Capacity**” has the meaning as defined in the Explanatory Statement;

“**\$**” means Australian Dollars;

“**AGM**” or “**Annual General Meeting**” means the annual general meeting of the Company;

“**Annual Report**” means the Company’s annual report for the financial year ended 25 June 2023 containing the Financial Report, the Directors’ Report and the Auditor’s Report;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the AGM convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in Section 9 of the Corporations Act;

“**Company**” means Silk Logistics Holdings Limited ACN 165 867 372;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**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 and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” or “**Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” or “**KMP**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

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

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Non-Employee Plan**” means the Silk Logistics Holdings Limited Non-Employee Incentive Plan;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Option**” means an option entitling the holder to be issued one fully paid ordinary Share in the Company upon conversion of that option;

“**Executive Plan**” means the Silk Logistics Holdings Limited Executive Incentive Plan;

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

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 25 June 2023 and which is set out in the Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

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

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means a shareholder of the Company;

“Share Plan” means the Silk Logistics Holdings Limited Tax Exempt Share Plan;

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“VWAP” means volume weighted average market price as defined in Listing Rule 19.12.

ANNEXURE A – VESTING CONDITIONS FOR PROPOSED OPTIONS FOR APPROVAL UNDER RESOLUTIONS 5 AND 6

Awards will be subject to the following ‘gateway’ vesting conditions being satisfied:

- The eligible participant does not breach the Company's Code of Conduct for the eligible period; and
- The eligible participant is continuously employed by a Group Company at all times from the Grant Date of the Awards until the date that is the 3rd anniversary of the Grant Date.

Awards will be subject to the following vesting conditions being satisfied:

- The Earnings per Share (EPS) compound annual growth rate (**EPS CAGR**) vesting condition being met over the relevant performance period.

The period over which the Company's EPS CAGR will be tested will be from 26 June 2023 to 28 June 2026 (**EPS Performance Period**).

The EPS CAGR will be tested following the announcement of the Company's consolidated audited results for the financial year ended 28 June 2026 (**FY26**) (expected to be in August/September after the end of the relevant final financial year).

The EPS CAGR will be determined by the Board and will be the annualised CAGR of the Company's EPS (expressed as a percentage), which is measured by reference to the Group's underlying net profit for the EPS Performance Period (statutory net profit adjusted for the after tax effect of any significant items and unusual one-off costs, benefits or adjustments), divided by the weighted average number of shares on issue across the relevant EPS Performance Period. The Board may (in its discretion) from time to time adjust the EPS CAGR to exclude the effects of extraordinary events, material business acquisitions or divestments and for certain one-off costs.

The starting EPS for the EPS CAGR calculation will be the EPS calculated in accordance with the above principles for the 52 weeks ended 25 June 2023, having regard to the audited consolidated accounts of that financial year. The ending EPS for the EPS CAGR calculation will be the EPS calculated in accordance with the above principles having regard to the audited annual consolidated accounts for FY26.

If both of the ‘gateway’ vesting conditions have been satisfied, the number of Awards that will vest will be determined by multiplying the total number of the recipient's Awards by the ‘vesting multiplier’ set out in the following vesting schedule:

EPS CAGR for the relevant EPS Performance Period	Performance against ‘target’	Vesting multiplier
EPS CAGR is less than 10%	Under performance (0%)	0
EPS CAGR is equal 10%	Minimum performance (50%)	0.3333
EPS CAGR is greater than 10% and less than 15%		Pro rata vesting multiplier on a straight line basis between 0.3333 and 0.6667
EPS CAGR is equal to or greater than 15% and less than 17.5%	Target performance (100%)	Pro rata vesting multiplier on a straight line basis between 0.6667 and 1.00
EPS CAGR is equal to or greater than 17.5%	Exceptional performance (150%)	1.00

ANNEXURE B

Silk Logistics Holdings Limited Executive Incentive Plan & Non-Employee Incentive Plan

The rules for both the Executive Incentive Plan and Non-Employee Incentive Plan are substantially the same, and summarised as follows.

All capitalised terms will have the same meaning as given to them under the Silk Logistics Holdings Limited Executive Incentive Plan rules unless otherwise defined.

Key Term	Description
Eligibility	<p>The Incentive Plan will be open to Participants, as determined by the Board.</p> <p>Unless otherwise stated in the invitation (Invitation), Participants will not be able to nominate a third-party to be issued the Awards on their behalf. The Board will have discretion to disallow a renunciation of an Invitation in favour of a nominated third-party.</p>
Discretion as to grants	<p>The Board will have the discretion to determine:</p> <ul style="list-style-type: none"> • when, and with what frequency, Awards will be granted to Participants; • the terms and conditions applicable to the Awards (such as the grant date, vesting conditions, exercise conditions and price, and whether the Awards will be equity settled or cash settled (or both)); • whether the Awards will be granted in one or multiple tranches; and • the quantum of Awards that will be offered under the Plan.
Awards	<p>Grants will be comprised of either Options or Performance Rights.</p> <p>Each Option or Performance Right represents a right to acquire one Share, or a cash payment equivalent to the value of the Shares to be received at exercise less any exercise price payment (if any).</p> <p>Each Share acquired on exercise of the Option or Performance Right will have the same rights as all other Shares on issue (such as voting, dividend rights).</p>
Voting and dividend rights	<p>Participants will have no voting or dividend rights until the Awards are exercised and the Participant is issued or transferred the Shares in the Company.</p>
Cash or equity settled	<p>Prior to the Awards being exercised, the Board will determine whether the Award will be settled in Shares, or in cash payment which will be equivalent to the value of the Shares at the time of exercise less any exercise price payment (if any), or a combination.</p>
Source of Shares	<p>Awards may be satisfied by the issue of Shares, allocation of Shares via an employee share trust, or a transfer of Shares from existing Shareholders.</p>
Vesting	<p>The Board will have the discretion to determine whether service and/or performance-based hurdles (Vesting Conditions) must be met by Participants before their Awards will vest.</p> <p>The Board will also have the discretion to waive a Vesting Condition in respect of an Award.</p> <p>Once the Board determines whether applicable Vesting Conditions have been met, it will notify the Participant of the number of Awards that have vested and/or lapsed. The date of the notice will be the vesting date for the Award.</p> <p>No Awards will vest until a vesting notice has been issued.</p>
Exercise	<p>The Board will have discretion to determine what (if any) exercise conditions must be met before the Awards may be exercised.</p> <p>Options are typically manually exercised by the Participant (under an exercise notice) at which point the exercise price (if any) is paid.</p> <p>Performance Rights may be either exercised manually by the Participant or automatically exercised by the Company. There is generally no exercise price paid in respect of Performance Rights.</p>
Expiry	<p>Awards that are not exercised before their expiry date will lapse.</p>

Lapsing and forfeiture	<p>Generally, when a Participant ceases to be employed or provide services to the Group, they will retain all vested Awards. Whether a Participant will retain all unvested Awards will depend on whether they are a “good leaver” in which case they will retain unvested Awards on a pro-rata basis by reference to the amount of time served between grant and cessation of their service. If a Participant is not a “good leaver”, their unvested Awards will be forfeited unless determined otherwise by the Board.</p> <p>Other circumstances where a Participant’s Awards will lapse and be forfeited include if the Vesting Conditions are not met by the relevant time, if the Participant acts fraudulently or dishonestly, or wilfully breaches their duties, or the Participant becomes bankrupt or insolvent. The Board has overriding discretion to determine whether some or all unvested Awards should not lapse or be forfeited.</p>
Clawback and Malus	<p>These provisions allow the Board to forfeit Awards, adjust the number of resulting Shares over which the Awards are exercisable, delay or suspend vesting and/or exercise of the Awards, reset or amend Vesting Conditions, impose additional restrictions or to demand return of the resulting Shares or the cash benefit of those Shares in circumstances where the Board determines that a Participant receives an unfair benefit as a result of their actions or actions of another person (including, without limitation, in the event of fraud, dishonesty, negligent or gross misconduct, material misstatement, or material breach of the Participant’s obligations), or as a result of a ‘Financial Misstatement Event’ (which includes (without limitation) a material misstatement or omission in the financial statements of the Group).</p>
Cancellation of unvested Awards	<p>Subject to applicable law, a Participant and the Board may agree in writing that some or all of the unvested Awards held by a Participant be cancelled on a specified date or on the occurrence of a particular event. The Board may cancel those Awards for no consideration.</p>
Disposal restriction	<p>The terms of Awards may include disposal restrictions to be placed on Shares issued or transferred under the Incentive Plan, for example by way of an Employee Share Trust or an ASX holding lock.</p>
Employee Share Trust	<p>Shares issued or transferred on exercise may be held via an Employee Share Trust.</p>
Change of control	<p>If a change of control event has occurred or is likely to occur, the Board may in its discretion determine the manner in which any or all of the Awards (vested or unvested) and resulting Shares will be dealt with, subject to applicable laws, the ASX Listing Rules and any specific terms of the relevant Participant’s Invitation.</p> <p>In determining how to deal with Awards and resulting Shares in a change of control event, the Board may (but is not obliged to):</p> <ul style="list-style-type: none"> • have regard to factors such as performance of the Company against any targets in Vesting Conditions, the period of time that has elapsed between the date of Award grant and the date of the change of control event, or the circumstances of the change of control event; • determine that a Participant may participate in or benefit from any transaction arising from or in connection with the change of control event; • determine that a Participant be required to sell their resulting Shares into the change of control event; • if, as a result of the change of control event, the Company has or will become a wholly owned subsidiary of another entity listed on a recognised stock exchange, determine that a Participant’s vested or unvested Awards be exchanged for new awards issued by the new head company with equivalent value and (as far as practicable) the same rights; and/or • determine that a Participant’s unvested Awards be cancelled for fair market value, where the Board has determined in good faith that it is necessary or desirable for the purposes of a change of control event that all unvested Awards are cancelled prior to, or with effect from, a change of control event. <p>A change of control event includes any of the following:</p> <ul style="list-style-type: none"> • a change in the control of the Company;

	<ul style="list-style-type: none"> • where Shareholders approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its associates) owning more than 50% of Shares on issue; • where a person becomes the legal or the beneficial owner of, or has a Relevant Interest in, more than 50% of Shares on issue; • where a person becomes entitled to acquire, hold or has an equitable interest in more than 50% of Shares on issue; and • where a takeover bid is made to acquire more than 50% of Shares on issue (or such lesser number of Shares that when combined with the Shares that the bidder (together with its associates) already owns will amount to more than 50% of Shares on issue) and the bid becomes unconditional, and the bidder (together with its associates) has a Relevant Interest in more than 50% of Shares on issue, <p>but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Group.</p>
Participation in new issues	<p>Awards do not confer the right to participate in new issues of Shares without their exercise.</p> <p>However, if Shares are issued by the Company pro rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Awards is entitled, upon exercise of the Awards, to receive, in addition to the Shares in respect of which the Awards are exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a Shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Awards are exercised.</p> <p>Subject to compliance with all applicable laws and the ASX Listing Rules, the Board may also grant additional Awards, or make any adjustments it considers appropriate to the terms of an Award granted to a Participant in order to minimise or eliminate any material advantage or disadvantage to a Participant resulting from a corporate action by, or capital reconstruction in relation to, the Company, including but not limited to any return of capital.</p>
Variation of terms	<p>The Board may at any time amend the rights of the Award holder to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation at the time of reorganisation.</p>

Silk Logistics Holdings Limited Tax Exempt Share Plan

The rules for the Tax Exempt Share Plan are summarised as follows.

All capitalised terms have the same meaning as given to them under the Silk Logistics Holdings Limited Tax Exempt Share Plan rules unless otherwise defined.

Key Term	Description
Eligibility	The Board may from time to time determine that an Eligible Participant may participate in the Plan.
Discretion as to grants	The Board may make an Invitation to an Eligible Participant on any number of occasions in the appropriate forms and terms and conditions as the Board decides from time to time.
Tax Exempt Shares	Tax Exempt Shares will be offered to the Eligible Participant.

	<p>All Tax Exempt Shares granted to a Participant will rank pari passu in all respects with the shares of the same class of the Company.</p> <p>The Company will apply for quotation of the Tax Exempt Shares.</p>
Employee Share Trust	Tax Exempt Shares issued may be held via an employee share trust or such other custodian or trust arrangement at the Company's election.
Holding Lock	<p>The Tax Exempt Shares will be subject to Holding Lock for the period from the Grant Date until the earlier of:</p> <ul style="list-style-type: none"> (a) the date three years after the relevant Grant Date of that Share or such date as may be determined by the Board in its discretion so as to satisfy the Reduction Conditions; or (b) the day after the date on which the relevant Participant becomes a Leaver.
Voting and dividend rights	Holders of the Tax Exempt Shares will have the rights to receive a notice of, or to vote or attend at, a meeting of the members of the Company, and to receive any dividends declared by the Company.
Adjustment of Shares	<p>If Shares are issued by the Company pro rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the number of Tax Exempt Shares held by a Participant will be increased in the same ratio as other Shares.</p> <p>The holders of the Tax Exempt Shares will have the rights to participate in a rights issue.</p>
Variation of terms	The Board may at any time amend any provisions of these Rules, including (without limitation) the terms and conditions upon which any Tax Exempt Shares have been or will be granted under the Plan.

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 10:00am (AEDT) on Monday 13 November 2023.**

TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/slhagm2023>
- 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, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT


Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Monday 13 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting

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

 **Online** <https://www.votingonline.com.au/slhagm2023>

 **By Fax** +61 2 9290 9655

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

 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

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

Silk Logistics Holdings Limited

ACN 165 867 372

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Silk Logistics Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **Deloitte Touche Tohmatsu, Level 31, 477 Collins Street Melbourne, VIC, 3000 on Wednesday, 15 November 2023 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 5, 6 & 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 5, 6 & 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 5, 6 & 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Ratification of Prior Issue of 2,502,630 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Re-election of Mr Stephen Moulton as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9 Special	Approval of Amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Re-election of Mr Terry Sinclair as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10 Special	Renewal of the Proportional Takeover Provisions in the Constitution of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Election of Ms Cheryl Hayman as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11 Special	Approval for Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval of Issue of Options and giving of potential termination benefits to Mr John Sood under the Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12 Special	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval of Issue of Options and giving of potential termination benefits to Mr Brendan Boyd under the Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Res 7	Shareholder Approval of the Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023