



4 November 2024

Addendum to Notice of Annual General Meeting

Euroz Hartleys Group Limited (“Euroz Hartleys” or the “Company”) (ASX: EZL) wishes to advise of additional resolutions to supplement the Notice of Annual General Meeting (“Notice”) released on 18 October 2024.

On 25 October 2024, we were delighted to announce the appointment of Tim Bunney as the Managing Director of Euroz Hartleys Group Limited. The Company has prepared an Addendum to the Notice of Meeting (“Addendum”) which relates to the appointment of Tim Bunney to the Company’s Board and associated matters as further explained in the Supplementary Explanatory Statement within the Addendum.

Annexed to the Addendum is a Replacement Proxy Form. To ensure clarity of voting instructions for shareholders on the resolutions to be considered at the AGM (“Resolutions”), shareholders are advised as follows:

- (a) If you have already completed and returned the proxy form annexed with the Notice (“Original Proxy Form”) and you wish to change your original vote for Resolutions 1 to 4 or cast votes for the additional Resolutions 5 to 7 (“Additional Resolutions”), **you must complete and return the Replacement Proxy Form.**
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 4 or vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 4. For clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions.**
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**

The Addendum to the Notice of Annual General Meeting and Replacement Proxy Form will be dispatched to shareholders on 5 November 2024.

For further information please contact:

Andrew McKenzie

Executive Chairman

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This announcement is authorised for release by the Board of Euroz Hartleys Group Limited.

EUROZ HARTLEYS GROUP LIMITED

ACN 000 364 465

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Euroz Hartleys Group Limited (ACN 000 364 465) (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 18 October 2024 (**Notice**) in respect of the Company's annual general meeting of Shareholders to be held at 1:30 pm (WST) on Friday, 22 November 2024 (**Meeting**), the Directors have resolved to include additional Resolutions 5, 6 and 7 on the terms set out in this Addendum (**Additional Resolutions**).

Defined terms in the Notice have the same meaning in this Addendum. In the event of any inconsistency, the definitions used in this Addendum will prevail.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum is a replacement proxy form (**Replacement Proxy Form**). To ensure clarity of voting instructions for Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised as follows:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 4 or cast votes for the Additional Resolutions, **you must complete and return the Replacement Proxy Form**.
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 4 or vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 4. For clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions**.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form**.

Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 9268 2888 if they have any queries in respect of the matters set out in these documents.

CHAIRMAN'S LETTER

Dear Shareholders,

On 25 October 2024, we were delighted to announce the appointment of Tim Bunney as the Managing Director of Euroz Hartleys Group Limited. Tim has been with the Euroz Hartleys Group for 13 years and is currently the managing director and Head of Institutional Sales at the Company's wholly owned subsidiary, Euroz Hartleys Limited.

This Addendum to the Notice of Meeting released on 18 October 2024 relates to the appointment of Tim Bunney to the Company's Board. In particular, subject to Tim Bunney's election at the AGM, Shareholder approval will now be required in relation to the grant of Performance Rights and Long Term Incentive Performance Rights under the Company's Performance Rights Plan to Tim Bunney pursuant to Resolutions 6 and 7, as further explained in the Supplementary Explanatory Statement.

As described in the Company's 2023 Annual Report, Tim Bunney has received performance rights under the Performance Rights Plan for prior periods as part of his remuneration package as a senior executive of Euroz Hartleys Limited. Given that Tim Bunney has been appointed to the Board, the Company is now seeking Shareholder approval for the grant of Performance Rights for the 2025 financial year in accordance with the ASX Listing Rules.

The Performance Rights Plan was last approved at the Company's 2022 AGM and has functioned effectively to attract, retain and reward highly motivated and capable employees and directors. The nature of our business means we are reliant on our employees' ability to generate revenue and returns for our Shareholders, and the Performance Rights Plan is a key element of the Company's retention and remuneration strategy.

We look forward to your support at the AGM on 22 November 2024.

Yours sincerely

Andrew McKenzie
Executive Chairman

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Resolutions:

1. RESOLUTION 5 – ELECTION OF DIRECTOR – TIMOTHY BUNNEY

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

“That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Timothy Bunney, a Director who was appointed as an additional Director on 25 October 2024, retires, and being eligible, is elected as a Director.”

2. RESOLUTION 6 – GRANT OF PERFORMANCE RIGHT TO DIRECTOR – TIMOTHY BUNNEY

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

“That, subject to the passing of Resolution 5, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 1 Performance Right to Timothy Bunney (or his nominee) under the Performance Rights Plan on the terms and conditions set out in Section 5 of the Explanatory Statement.”

A voting exclusion statement and a voting prohibition statement applies to this Resolution.

3. RESOLUTION 7 – GRANT OF LONG TERM INCENTIVE PERFORMANCE RIGHT TO DIRECTOR – TIMOTHY BUNNEY

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

“That, subject to the passing of Resolution 5, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 1 Long Term Incentive Performance Right to Timothy Bunney (or his nominee) under the Performance Rights Plan on the terms and conditions set out in Section 6 of the Explanatory Statement.”

A voting exclusion statement and a voting prohibition statement applies to this Resolution.

Voting Exclusion Statements

Resolution 6 – Grant of Performance Right to Director – Timothy Bunney	Timothy Bunney (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 7 – Grant of Long Term Incentive Performance Right to Director – Timothy Bunney	Timothy Bunney (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

Voting Prohibition Statements

Resolution 6 – Grant of Performance Right to Director – Timothy Bunney	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(b) the appointment does not specify the way the proxy is to vote on these Resolutions. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Grant of Long Term Incentive Performance Right to Director – Timothy Bunney	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(b) the appointment does not specify the way the proxy is to vote on these Resolutions. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is amended by adding the following Sections:

4. RESOLUTION 5 – ELECTION OF DIRECTOR – TIMOTHY BUNNEY

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 15.4 of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Timothy Bunney, having been appointed by the other Directors on 25 October 2024, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Timothy Bunney is set out below.

Qualifications, experience and other material directorships	Mr Bunney has been working in the stockbroking industry since 2010. He is currently the Managing Director of Euroz Hartleys Limited and Head of Institutional Sales. Mr Bunney holds a Bachelor of Commerce from Curtin University majoring in finance and management. He is a member of the Stockbrokers and Investment Adviser Association's institutional broking committee.
Term of office	Mr Bunney has served as a Director since 25 October 2024.
Independence	If re-elected, the Board considers that Mr Bunney will not be an independent Director given his role.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Bunney.
Board recommendation	Having received an acknowledgement from Mr Bunney that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Bunney since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Bunney) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Bunney will be elected to the Board as Managing Director.

If this Resolution is not passed, Mr Bunney will not continue in his role as Managing Director of the Company, however will remain as the managing director of the Company's wholly owned subsidiary Euroz Hartleys Limited. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 6 – GRANT OF PERFORMANCE RIGHT TO DIRECTOR – TIMOTHY BUNNEY

5.1 Background

Shareholders approved the Company's current employee incentive scheme at the annual general meeting held on 17 November 2022 (**Performance Rights Plan** or **Plan**).

The Company has agreed subject to obtaining Shareholder approval pursuant to Resolution 6, to grant one (1) performance right to Timothy Bunney (or his nominee) pursuant to the Performance Rights Plan and on the terms and conditions set out below (**Performance Right**).

The objective of the Performance Rights Plan is to attract, motivate and retain key employees and the Company considers that the Performance Rights Plan and the grant of Performance Rights under the Performance Rights Plan provides employees with the opportunity to participate in the future growth of the Company.

A Performance Right represents a right to be issued a specified number of Shares calculated by 25% of the dollar value of the Profit Share Bonus Payment (as defined in Section 5.2 below) divided by the 30-day volume weighted average price of the Shares as traded on ASX (VWAP) preceding the calculation date as specified in the offer subject to the satisfaction of any vesting conditions related to performance and a service condition as further described in this Section 5.

The Company is required to seek Shareholder approval under Listing Rule 10.14 for the grant of Performance Rights under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

5.2 Overview of Euroz Hartleys' existing remuneration process

The Company operates as the parent company of Euroz Hartleys Limited (**Euroz Hartleys**). Profits and revenue generated by Euroz Hartleys are paid by way of dividends to the Company. The Company also receives income from direct investments.

Depending on arrangements made and the roles undertaken, employees (including executive directors) of the Company and Euroz Hartleys are largely remunerated by a base salary plus either commission earned (**Commission**) or discretionary bonus (**Discretionary Bonus**) or bonuses payable from the Profit Share Bonus Pool (**Profit Share Bonus Payments**).

The profit share bonus pool is a share of the pre-tax profit of Euroz Hartleys that is distributed amongst certain executive directors and other employees of Euroz Hartleys through Profit Share Bonus Payments (**Profit Share Bonus Pool**).

Employees who work in the Private Wealth Division of Euroz Hartleys as investment advisers are largely remunerated by base salary and Commission. Employees who work in the Institutional, Corporate Finance and Research areas of Euroz Hartleys

are remunerated by base salary and Profit Share Bonus Payments. Employees who work in the administration areas of Euroz are remunerated by base salary and Discretionary Bonuses. The executive directors of Euroz Hartleys, except those remunerated by Commission or forming part of the Administration Division are remunerated by base salary and Profit Share Bonus Payments.

The Profit Share Bonus Payments are payments out of the Profit Share Bonus Pool. The Euroz Hartleys Executive Remuneration Committee in conjunction with the Company's Remuneration Committee determines the allocation and distribution of the Profit Share Bonus Pool at the end of every half and full financial year based on the following informal criteria:

- (a) ability to perform individual tasks within the relevant department;
- (b) ability to add value and innovate beyond the job standard specifications;
- (c) development of new and existing client relationships;
- (d) ability to interact with other relevant departments as part of a larger team approach;
- (e) adherence to company policies and procedures as well as Compliance track record;
- (f) relevant industry salary benchmarking; and
- (g) general requirements to attract and retain staff.

5.3 Operation of the Plan

5.3.1 Timeline of events

- (a) Eligible Participants (as defined in Schedule 1 below) are offered the opportunity to participate in the Plan in or around late November for the December half and late May for the June half of each relevant financial year. Where an Eligible Participant elects to participate in the Plan, then they will receive their bonuses as a combination of cash and equity in the Company as described below. Where an Eligible Participant elects not to participate in the Plan, then they will receive any bonus as 100% cash (less applicable tax). For the avoidance of doubt, if Shareholders approve the grant of a Performance Right to Mr Bunney pursuant to Resolution 6, Mr Bunney may not opt out of the Plan and will receive any bonus as a combination of cash and equity in the Company.
- (b) Notifications are made to Eligible Participants to participate in the Plan at the start of the financial year, under which employees are paid 75% of any Profit Share Bonus Payments / Commission / Discretionary Bonus earned in cash, and are invited to apply for a Performance Right to receive the remaining 25% of any Profit Share Bonus Payments / Commission / Discretionary Bonus earned in Shares.
- (c) Performance will be assessed against criteria set as part of the current Profit Share Bonus Payments / Commission / Discretionary Bonus process (for the avoidance of doubt, no additional or separate key performance criteria are required for the Plan – the Plan simply

provides for payouts to be made in a combination of cash and equity).

- (d) Performance outcomes will be determined and finalised by approximately mid-June. Vesting notices will be issued informing participants of the vesting outcomes of their Performance Right. Upon vesting, vested Performance Rights will be automatically exercised and participants will be issued / transferred the requisite number of Shares. Performance Rights that do not vest will lapse.
- (e) Shares will be issued / transferred subject to a service condition so that vesting of the Shares occurs on the 3rd anniversary of the issue of the Shares unless in the case of death or total and permanent disability (**Service Condition**). Shares will be forfeited where the Service Condition is not met. Note that any Shares issued / transferred will be held via an employee share trust (**Euroz Hartleys Employee Share Trust**) for ease of administration. Participants will be entitled to dividends upon being issued / transferred the Shares.
- (f) Subject to satisfaction of the Service Condition, vesting notices will be issued informing participants of the vesting outcomes of their Shares. Shares that do not vest will be forfeited.
- (g) Vested Shares will also remain subject to a disposal restriction. The disposal restriction will lift at the earlier of the 14th anniversary plus one (1) day of the issue of the Shares in respect of the Performance Rights or cessation of employment (under circumstances where Shares are not forfeited) (**Disposal Restriction**).
- (h) Provided the employee has continued employment, the Disposal Restriction is lifted.

5.3.2 Worked example of the operation of the Plan

- (a) Employee A has opted to participate in the Plan and receives a bonus of \$60,000 for a 12-month period. For any bonus earned, Employee A will be paid 75% in cash (i.e. up to \$45,000) and have a right to receive 25% in Shares (i.e. up to \$15,000).
- (b) Bonuses will be subject to performance assessed against criteria over a 12- month period.
- (c) Performance outcomes are determined and finalised by mid-June. Assuming that the criteria are met, this will result in Employee A earning a bonus worth \$60,000, of which 75% is paid in cash (i.e. \$45,000) and the balance is settled in Shares (i.e. \$15,000).
- (d) The number of Shares to be issued to Employee A will be calculated as: $\$15,000 / 30\text{-day VWAP preceding 31 May}$, rounded down to the nearest whole number.
- (e) Assuming that the 30-day VWAP preceding 31 May is \$1.50 – a vesting notice is issued and Employee A's vested Performance Right is automatically exercised resulting in Employee A being issued / transferred 10,000 Shares (i.e. $\$15,000 / \1.50). Employee A is entitled to dividends on the Shares issued.

- (f) Employee A's Shares will be held via the Euroz Hartleys Employee Share Trust for ease of administration, and will remain subject to the Service Condition so that the Shares will not vest until the 3rd anniversary of the issue date of the Shares, unless in the case of death or total and permanent disability.
- (g) Provided Employee A satisfies the Service Condition, a vesting notice is issued and Employee A's Shares will vest.
- (h) Vested Shares remain subject to the Disposal Restriction. The Disposal Restriction will lift at the earlier of 14 years plus one (1) day from the issue date of the Shares or cessation of employment (under circumstances where Shares are not forfeited).
- (i) Provided Employee A has continued employment, the Disposal Restriction will lift on the 14th anniversary plus one (1) day of the issue date of the Shares.

5.4 Grant and Vesting of Performance Rights and Shares

It is proposed that Mr Bunney will be granted one (1) Performance Right, in respect of the financial year ending 30 June 2025 (**Relevant Financial Year**).

The Performance Right will vest into Shares subject to satisfactory performance assessed against performance criteria during the Relevant Financial Year.

The vesting outcomes will be determined by approximately 20 June 2025 and vesting notices issued. Upon vesting, the Performance Right will be automatically exercised into Shares.

The Performance Right will entitle Mr Bunney to a specified number of Shares calculated by the following formula:

$$\text{Shares upon Exercise of the Performance Right} = \frac{25\% \times \text{Profit Share Bonus Payment (Plan Dollar Value)}}{\text{VWAP}}$$

Where:

Profit Share Bonus Payment means the payment to be received by Mr Bunney out of the Profit Share Bonus Pool for the Relevant Financial Year, as determined by the Company's Remuneration Committee.

VWAP means the 30-day VWAP preceding the calculation date as specified in the offer for the Relevant Financial Year.

Accordingly, the Plan Dollar Value and consequently the Shares that Mr Bunney will be entitled to upon the vesting of the Performance Right will depend on the Profit Share Bonus Pool for the Relevant Financial Year, the VWAP and the Profit Share Bonus Payment received by Mr Bunney.

For example, if the Profit Share Bonus Payment for Mr Bunney for the Relevant Financial Year is \$125,000 then the Plan Dollar Value would be \$31,250. Assuming for example that the VWAP is \$0.85, then Mr Bunney would be entitled to 36,765 Shares.

The table below sets out further theoretical examples based on different variables for the Profit Share Bonus Payments and VWAP based on the maximum individual actual Profit Share Bonus Payment received for the previous financial year, being \$855,000.

		Profit Share Bonus Payment for the Relevant Financial Year			
			\$427,500 (50% decrease in Profit Share Bonus Payment)	\$855,000 (Profit Share Bonus Payment received for Financial Year 2023/24)	\$1,282,500 (50% increase in Profit Share Bonus Payment)
VWAP	\$0.85 (Current Share Price)	Plan Dollar Value	\$106,875	\$213,750	\$320,625
		Shares	125,735	251,470	377,205
	\$0.425 (50% decrease in Current Share Price)	Plan Dollar Value	\$106,875	\$213,750	\$320,625
		Shares	251,470	502,941	754,411
	\$1.28 (50% increase in Current Share Price)	Plan Dollar Value	\$106,875	\$213,750	\$320,625
		Shares	83,496	166,992	250,488

Therefore, assuming a 50% decrease in the current Share price and 50% increase in the Profit Share Bonus Payments the maximum would be 754,411 Shares for Mr Bunney for the Relevant Financial Year.

5.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

A "financial benefit" is defined in the Corporations Act in broad terms and includes the grant of equity incentives by a public company.

The grant of the Performance Right to Timothy Bunney constitutes giving a financial benefit and Mr Bunney (or his nominee) is a related party of the Company by virtue of being a Director. The proposed grant of the Performance Right to Mr Bunney is conditional on the approval of Resolution 5 for the election of Mr Bunney as a Director.

Section 211 of the Corporations Act provides an exception to the prohibition in section 208 of the Corporations Act where the financial benefit is given to a related party as an officer of the Company and to give the remuneration would be reasonable given the circumstances of the Company and the related party's circumstances (including the responsibilities involved in the office or employment) (**Reasonable Remuneration Exemption**).

The Directors (other than Mr Bunney) have formed the view that the proposed grant of Performance Right to Mr Bunney (and/or his nominee) falls within the Reasonable Remuneration Exemption, because the grant of the Performance Right constitutes reasonable remuneration payable to Mr Bunney.

Accordingly, the Directors (excluding Mr Bunney) have determined not to seek Shareholder approval for the purposes of section 208 of the Corporations Act for the grant of the Performance Right contemplated by Resolution 6.

5.6 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The grant of the Performance Right to Mr Bunney falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 6 seeks the required Shareholder approval for the grant of the Performance Right for the purposes of Listing Rule 10.14.

5.7 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the grant of the Performance Right to Mr Bunney under the Performance Rights Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval is being obtained under Listing Rule 10.14, the issue of the Performance Right will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the grant of the Performance Right to Mr Bunney under the Performance Rights Plan.

5.8 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom securities will be issued	Mr Timothy Bunney.
Categorisation under Listing Rule 10.14	Mr Bunney falls within the category set out in Listing Rule 10.14.1, as he is a Director, subject to the approval of Resolution 5 for the election of Mr Bunney as a Director.
Number of securities and class to be issued	One (1) Performance Right will be issued.
Remuneration package	<p>The total remuneration package for Mr Bunney, for the previous financial year and remuneration for the current financial year are as follows:</p> <p>(a) Previous Financial Year – \$1,508,096 (comprising base salary, profit share, other cash benefits, superannuation and the monetary value of Shares issued on the exercise of performance rights, valued in accordance with the Australian Accounting Standards).</p> <p>(b) Current Financial Year – \$282,095 (comprising base salary and superannuation only. Profit share, bonuses and other cash benefits have not been included because they cannot yet be determined).</p> <p>If the Performance Right granted to Mr Bunney was to vest and is exercised according to the maximum amount stated in the theoretical examples set out in Section 5.4 above, a total of 754,411 Shares would be issued. However, it is noted that the theoretical examples are based on the maximum individual actual Profit Share Bonus Payment received for the previous financial year and Mr Bunney will not receive these same amounts under the Profit Share Bonus Pool in the Relevant Financial Year. There would be no increase to the number of Shares on issue as these Shares would be purchased on market.</p>
Securities previously issued to the recipient/(s) under the Plan	2 Performance Rights and 2 long term incentive performance rights have previously been issued to Mr Bunney for nil cash consideration under the Plan.
Terms of securities	The Performance Right will be issued in accordance with the terms and conditions of the Plan summarised in Schedule 1 and otherwise as described in Sections 5.1 to 5.4 above.
Consideration of type of security to be issued	The Company has agreed to issue the Performance Right for the following reasons:

REQUIRED INFORMATION	DETAILS
	<p>(a) the issue of the Performance Right has no immediate dilutionary impact on Shareholders;</p> <p>(b) the primary purpose of the grant of the Performance Right to Mr Bunney is to provide a performance linked incentive component in his remuneration package in order to motivate and reward his performance as a Director;</p> <p>(c) the issue to Mr Bunney will align the interests of the recipient with those of Shareholders;</p> <p>(d) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit (being the equity component of the future bonus payment linked to the Performance Right) will allow the Company to spend a greater proportion of its cash reserves on its operations; and</p> <p>(e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Right on the terms proposed.</p>
Valuation	Theoretical examples of the value of the Performance Right based on different variables for the Profit Share Bonus Payments and VWAP based on the actual Profit Share Bonus Payment for the previous financial year, being \$855,000, are set out in the table in Section 5.4.
Date(s) on or by which the securities will be issued	The Company expects to issue the Performance Right on or about 1 December 2024. In any event, the Company will not issue any Securities later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue price of securities	The Performance Right will be issued at a nil issue price. Accordingly, no funds will be raised.
Material terms of the Plan	A summary of the material terms and conditions of the Company's Performance Rights Plan is set out in Schedule 1.
Material terms of any loan	No loan is being made in connection with the issue of the Performance Right or any Shares issued on the vesting of the Performance Right.
Additional Information	<p>Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an</p>

REQUIRED INFORMATION	DETAILS
	issue of securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

6. RESOLUTION 7 – GRANT OF LONG TERM INCENTIVE PERFORMANCE RIGHT TO DIRECTOR – TIMOTHY BUNNEY

6.1 General

The Company has agreed subject to obtaining Shareholder approval pursuant to Resolution 7, to grant one (1) long term incentive Performance Right to Mr Timothy Bunney (or his nominee) pursuant to the Performance Rights Plan and on the terms and conditions set out below (**LTI Performance Right**).

The purpose of the proposed grant is to provide long-term incentives to Mr Bunney on terms and conditions that are consistent with the strategic goals and targets of the Company and aligned with the interests of Shareholders. Unless and until the LTI Performance Right vests, the LTI Performance Right does not convey the full benefits of Share ownership (such as dividend and voting rights).

The Company is of the view that the LTI Performance Right will provide a means to further motivate and reward Mr Bunney for achieving specified performance milestones and continuing his employment with the Company within a specified period. A LTI Performance Right differs from other Performance Rights in that it provides a true long term incentive to Mr Bunney in contrast to a Performance Right which requires Mr Bunney to sacrifice a portion of any bonus to be paid in equity.

6.2 Overview of the LTI Performance Right

- (a) It is proposed that, subject to Resolution 5 and this Resolution 7 being approved by Shareholders, Mr Bunney (or his nominee) will be granted one (1) LTI Performance Right on or around 1 December 2024 which relates to the performance during the financial year ending 30 June 2025.
- (b) If a LTI Performance Right vests, a vesting notice will be given by the Company to the holder of the LTI Performance Right.
- (c) Upon vesting, a LTI Performance Right will automatically be exercised and Mr Bunney (or his nominee) will be issued/transferred a number of Shares (**LTI Shares**). The number of LTI Shares that Mr Bunney (or his nominee) will receive will be determined by the Company's Remuneration Committee (excluding Mr Bunney) in its absolute discretion having regard to Mr Bunney's performance relative to financial and non-financial key performance indicators over the relevant performance period and the profitability of the Euroz Hartleys Group during that period compared to prior periods on a rolling basis.
- (d) Under ASX Listing Rule 10.16(b), Shareholder approval is not required for the grant of rights to acquire securities to a director or their associates

under an employee equity incentive scheme, where the securities to be acquired in satisfaction of the rights are required to be purchased by or on behalf of directors or their associates on-market. Whilst it is the Board's intention that any LTI Shares that may be awarded to Mr Bunney will be purchased on-market which would minimise dilution to Shareholders, the Board considers it appropriate that Shareholder approval be sought for the grant of the LTI Performance Right. Where a sufficient number of Shares are unable to be purchased on-market to satisfy the vesting of the LTI Performance Right into LTI Shares, then the Board may consider the issue of new Shares to Mr Bunney subject to Shareholder approval being obtained pursuant to Resolution 7.

- (e) Any LTI Shares issued or transferred to Mr Bunney (or his nominee) will be subject to a 3 year service-related vesting condition. Accordingly, vesting of the relevant LTI Shares will occur on the 3 year anniversary of the issue / transfer of the LTI Shares to Mr Bunney (or his nominee) except in the case of death or total and permanent disability (**LTI Service Condition**). A vesting notice will be issued to Mr Bunney (or his nominee) to confirm the vesting outcome.
- (f) LTI Shares will be forfeited where the LTI Service Condition is not met. Note that the Company may require that any LTI Shares issued or transferred to Mr Bunney (or his nominee) may be held via the Euroz Hartleys Employee Share Trust for ease of administration. Mr Bunney (or his nominee) will be entitled to any dividends while he holds the LTI Shares (whether directly held or through the Euroz Hartleys Employee Share Trust).
- (g) Unvested and vested LTI Shares will remain subject to a disposal restriction. The disposal restriction will lift at the earlier of the 14th anniversary plus one (1) day of the issue / transfer of the LTI Shares in respect of the LTI Performance Right or cessation of employment (under circumstances where Shares are not forfeited) (**Disposal Restriction**).
- (h) Provided Mr Bunney has continued employment through this period, the Disposal Restriction is lifted.

6.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.5 above.

The grant of the LTI Performance Right to Mr Timothy Bunney constitutes giving a financial benefit and Mr Bunney is a related party of the Company by virtue of being a Director.

The Directors (excluding Mr Timothy Bunney) have formed the view that the proposed grant of the LTI Performance Right to Mr Timothy Bunney (or his nominee) falls within the Reasonable Remuneration Exemption given the circumstances of the Company and the position held by Mr Bunney.

Accordingly, the Directors (excluding Mr Timothy Bunney) have determined not to seek Shareholder approval for the purposes of section 208 of the Corporations Act for the grant of the LTI Performance Right contemplated by Resolution 7.

6.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The grant of the LTI Performance Right falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 7 seeks the required Shareholder approval for the grant of the LTI Performance Right for the purposes of Listing Rule 10.14.

6.5 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the grant of LTI Performance Right to Mr Timothy Bunney (or his nominee) under the Performance Rights Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the LTI Performance Right (because approval is being obtained under Listing Rule 10.14), the issue of the LTI Performance Right or any resulting LTI Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 7 is not passed, the Company will not be able to proceed with the grant of the LTI Performance Right to Mr Bunney (or his nominee) under the Performance Rights Plan.

6.6 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom securities will be issued	Mr Timothy Bunney.
Categorisation under Listing Rule 10.14	Mr Bunney falls within the category set out in Listing Rule 10.14.1, as he is a Director, subject to the approval of Resolution 5 for the election of Mr Bunney as a Director.
Number of securities and class to be issued	One (1) LTI Performance Right will be issued..
Remuneration package	The total remuneration package for Mr Bunney, for the previous financial year and remuneration for the current financial year are as follows: <ul style="list-style-type: none"> (a) Previous Financial Year – \$1,508,096 (comprising base salary, profit share, other cash benefits, superannuation and the monetary value of Shares issued on the exercise of performance rights, valued in accordance with the Australian Accounting Standards). (b) Current Financial Year – \$282,095 (comprising base salary and superannuation only. Profit share, bonuses and other cash benefits have not been

REQUIRED INFORMATION	DETAILS
	included because they cannot yet be determined).
Securities previously issued to the recipient/(s) under the Plan	2 Performance Rights and 2 LTI Performance Rights have previously been issued to Mr Bunney for nil cash consideration under the Plan.
Terms of securities	A summary of the material terms of the LTI Performance Right is set out in Section 6.2 above. The LTI Performance Right will otherwise be issued in accordance with the terms and conditions of the Plan summarised in Schedule 1.
Consideration of type of security to be issued	<p>The Company has agreed to issue the LTI Performance Right for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of the LTI Performance Right has no immediate dilutionary impact on Shareholders; (b) the LTI Performance Right retains and rewards Mr Bunney for the achievement of long-term business objectives as set by the Board and are designed to align with the interests of Shareholders. The remuneration committee (excluding Mr Bunney) will undertake an assessment and recommend to the Board the number of LTI Shares to be issued or transferred to Mr Bunney based on his specific performance and contribution to the achievement of the strategic, corporate and financial objectives of the Board for the relevant performance period; (c) Mr Bunney will only obtain the value of the LTI Performance Right and the resulting LTI Shares following satisfaction of the LTI Service Condition; (d) the disposal restrictions applicable to the vested LTI Performance Right will further align Mr Bunney's interests with that of shareholders; and (e) the LTI Performance Right is likely to be highly valued by Mr Bunney (and therefore retentive and incentivising) and is designed to attract, retain and reward quality executives for successfully delivering the long objectives of the Company.
Valuation	<p>The value of the LTI Performance Right proposed to be issued to Mr Bunney will ultimately depend on the value of the resulting LTI Shares (if any) that will be delivered following vesting and exercise of that LTI Performance Right.</p> <p>For example, if the Board determines in its absolute discretion, having regard to Mr Bunney's performance over the relevant performance</p>

REQUIRED INFORMATION	DETAILS
	<p>period and the profitability of the Group during that period, to deliver 10,000 LTI Shares in respect of the vesting and exercise of a LTI Performance Right and the Share price at the relevant time is \$1.00, then that LTI Performance Right will have a value of approximately \$10,000.</p> <p>The table in Section 6.7 sets out further theoretical examples based on different variables for the number of LTI Shares to be delivered and Share price at the relevant time</p>
Date(s) on or by which the securities will be issued	It is intended that the LTI Performance Right will be issued to Mr Bunney (or his nominee) on or around 1 December 2024 and in any event no later than 3 years after the date of the Meeting (or such later date as permitted by any waiver or modification of the Listing Rules.
Issue price of securities	The LTI Performance Right will be issued at a nil issue price. Accordingly, no funds will be raised.
Material terms of the Plan	A summary of the material terms and conditions of the Company's Performance Rights Plan is set out in Schedule 1.
Material terms of any loan	No loan is being made in connection with the issue of the LTI Performance Right or any LTI Shares issued on the vesting of the LTI Performance Right.
Additional Information	<p>Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

6.7 Theoretical examples of value of LTI Shares issued on vesting of LTI Performance Rights

		Number of LTI Shares that the Board determines to deliver in respect of the vesting and exercise of a LTI Performance Right			
			10,000	15,000	20,000
Share price at the relevant time	\$0.50	Dollar Value	\$5,000	\$7,500	\$10,000
	\$1.00	Dollar Value	\$10,000	\$15,000	\$20,000
	\$1.50	Dollar Value	\$15,000	\$22,500	\$30,000

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

The following is a summary of the key terms and conditions of the Performance Rights Plan.

- (a) **Eligible Participants:** The Plan is open to any full time or part time employee or executive director of the Company, Euroz Hartleys and any other subsidiary of the Company from time to time (**Euroz Hartleys Group**) who is declared by the Board to be eligible to receive grants of Performance Rights under the Plan (**Eligible Participants**).
- (b) **Purpose of the Plan:** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to shareholder value creation;
 - (iii) align the interests of Eligible Participants with shareholders by providing an opportunity for them to receive an equity interest in the Company in the form of rights to shares (**Performance Rights**); and
 - (iv) enable the Company to defer a portion of Eligible Participants' Profit Share Bonus Payments into equity.
- (c) **Offer of Performance Rights:** Performance Rights may be granted under the Plan to Eligible Participants from time to time in the absolute discretion of the Directors.
- (d) **Number of Rights Offered:** The number of Performance Rights that will be offered to an Eligible Participant pursuant to an Offer is entirely within the discretion of the Directors. Each Performance Right will, upon vesting, entitle the holder to:
- (i) a specified number of Shares calculated in accordance with a formula as specified in the offer; or
 - (ii) a number of Shares to be determined by the Board in its absolute discretion.
- (e) **Vesting Conditions:** The Board will have the discretion to determine what vesting conditions and or performance hurdles must be met by Eligible Participant in order for the Performance Rights and or Shares to vest and become exercisable.
- (f) **Vesting:** The Performance Rights will not vest unless the vesting conditions imposed by the Board have been satisfied. Once the Board determined whether or not the vesting conditions, performance hurdles and/or other conditions have been met it will notify the participants of the number of Performance Rights/Shares that have vested and or lapsed.
- (g) **Exercise Price:** An Eligible Participant will not be required to make any payment in return for a grant of Performance Rights nor for the issue or transfer of Shares upon the vesting of Performance Rights.
- (h) **Lapse of Rights:** Performance Rights that have not vested will lapse on the seventh anniversary of the date of grant of the Performance Rights or on the first to occur of certain specified events, including:
- (i) a failure to meet the vesting conditions;

- (ii) a purported transfer of the Performance Rights without the Board's consent;
- (iii) the Eligible Participant ceasing his or her employment or employment relationship with the Euroz Hartleys Group; or
- (iv) any other circumstances specified by the Board in the Offer.

The Board will have overriding discretion to determine that some or all unvested Performance Rights will not lapse.

- (i) **Bad Leaver:** If the Eligible Participant is a bad leaver, as determined by the Board, then all Shares issued and or transferred to the Eligible Participant under the Plan will be forfeited unless otherwise determined by the Board and the trustee of the Euroz Hartleys Employee Share Trust as set out in paragraph (m) will become the legal and beneficial owner of the Shares.
- (j) **Shares Issued Upon Exercise of Rights:** The Company will issue or transfer shares to the Eligible Participant as soon as practicable after the vesting of Performance Rights. The shares issued under the Plan will be of the same class and will rank equally with shares in the Company at the date of issue. The Company will seek listing of the new shares on ASX within the time required by ASX Listing Rules.
- (k) **Share Restrictions:** Prior to the grant the Board has discretion to impose disposal restrictions on Shares received following the exercise of Performance Rights by way of either Trust or ASX Holding Lock. The Eligible Participant will have full dividend and voting rights during the share disposal restriction period.
- (l) **Transfer of Rights:** A Performance Right is not transferable without the consent of the Board.
- (m) **Employee Share Trust:** The Plan may be operated through an employee share trust structure. Under the trust, on vesting and exercise of any Performance Rights the resultant Shares may be held via the trust where the trustee will be the legal owner of the share and the employee the beneficial owner.
- (n) **Change of Control, Takeover, Scheme or Arrangement:** In the event of a takeover bid under which the bidder acquires a relevant interest in at least 50.1% of the Company's shares, being declared unconditional, the Board may determine that that all or a specified number of the Performance Rights vest. Unless the Board determines otherwise any Performance Right which the Board determines does not vest will lapse.

In the event that a Court approves a proposed compromise or arrangement for the purpose of a scheme for the reconstruction of the Company or its amalgamation with any other company, or any person becomes bound or entitled to acquire shares in the Company under the Corporations Act, the Board may determine that all or a specified number of an Eligible Participant's Performance Rights vest. Unless otherwise determined by the Board any Performance Right which the Board determines does not vest will lapse.

- (o) **Bonus Issues, Rights Issues and Capital Reconstruction:** In order to prevent a reduction of the number of shares to which the Performance Rights relate in the event of bonus issues, rights issues or a capital reconstruction, there are provisions in the rules which provide a method of adjustment of the number of Performance Rights to prevent such a reduction.

- (p) **Participation in New Issues:** There are no participating rights or entitlements inherent in the Performance Rights and the holders will not be entitled to participate in new shares of capital offered to shareholders during the currency of the Performance Rights. In addition, holders of Performance Rights will not be entitled to vote or receive dividends as a result of their holding of Performance Rights.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:30pm (AWST) on Wednesday, 20 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184251

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Euroz Hartleys Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Euroz Hartleys Group Limited to be held at Level 37 QV1, 250 St Georges Terrace, Perth, WA 6000 on Friday, 22 November 2024 at 1:30pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Richard Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director – Fiona Kalaf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director – Ian Parker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Director - Timothy Bunney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Grant of Performance Right to Director - Timothy Bunney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Grant of Long Term Incentive Performance Right to Director - Timothy Bunney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically