

Notice of Annual General Meeting 2024  
and Explanatory Statement



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## NOTICE OF ANNUAL GENERAL MEETING 2024 AND EXPLANATORY STATEMENT

Enero Group Limited ABN 97 091 524 515

Notice is given that the Annual General Meeting of shareholders of Enero Group Limited will be held at 10:00am Sydney time on Thursday, 17 October 2024 in person and via an online platform accessible at [https://us02web.zoom.us/webinar/register/WN\\_QSAhFwkPQFSkJ3yvbbbl4w](https://us02web.zoom.us/webinar/register/WN_QSAhFwkPQFSkJ3yvbbbl4w) (the **AGM** or **Meeting**).

It is recommended that shareholders log in to the online platform from 9:45am Sydney time.

The Explanatory Statement, the Proxy Form and Question Form accompanying this Notice of Meeting are incorporated in, and comprise part of, this Notice of Meeting.

# A letter from our Chair

16 September 2024

Dear Shareholders,

On behalf of the Directors of Eneo Group Limited (**Company**), I am pleased to invite you to participate in the Annual General Meeting of the Company.

In accordance with the Corporations Act 2001 (Cth) the Company will not be despatching physical copies of the Notice of Meeting to shareholders. Instead, the Notice of Meeting can be viewed and downloaded at the following link: <https://www.enero.com/investor-centre/agm/>

Attached or enclosed is the AGM Proxy Form, and if you are receiving a paper copy, a prepaid return envelope.

For a detailed overview of the Company's performance for the year ended 30 June 2024, shareholders are encouraged to read the 2024 Annual Report prior to the AGM.

The 2024 Annual Report can be accessed at the following link: <https://www.enero.com/investor-centre/reports-presentations/>

If you have previously elected to receive a hard copy of the 2024 Annual Report, you will shortly receive a mailed copy.

The AGM will be held at 10:00am Sydney time on Thursday, 17 October 2024.

Shareholders will be able to participate in the AGM by:

- joining the AGM in real time via the online platform accessible at [https://us02web.zoom.us/webinar/register/WN\\_QSAhFwkPQFSk3yvbbbl4w](https://us02web.zoom.us/webinar/register/WN_QSAhFwkPQFSk3yvbbbl4w) which will allow shareholders to listen to proceedings and view any presentations given during the AGM;
- asking questions of the Board and the external auditor:
  - before the AGM by emailing the Company Secretary at [companysecretary@enero.com](mailto:companysecretary@enero.com) no later than 48 hours prior to the AGM; and/or
  - during the AGM in real time via the online platform question function;
- attending the AGM in person at Level 2, 100 Harris Street Pyrmont NSW 2009; and
- voting on the resolutions to be considered at the AGM either by lodging the enclosed Proxy Form before the AGM or by voting in real time during the AGM via the online platform [https://us02web.zoom.us/webinar/register/WN\\_QSAhFwkPQFSk3yvbbbl4w](https://us02web.zoom.us/webinar/register/WN_QSAhFwkPQFSk3yvbbbl4w)



More information regarding virtual AGM attendance can be found in the Online Meeting Guide attached to this Notice of Meeting and will be available on the Company's website.

We recommend logging onto the online platform at least 15 minutes prior to the scheduled start time of the meeting using the following instructions to login:

- 1 Enter [https://us02web.zoom.us/webinar/register/WN\\_QSAhFwkPQFSk3yvbbbl4w](https://us02web.zoom.us/webinar/register/WN_QSAhFwkPQFSk3yvbbbl4w) into a web browser on a computer, mobile or other online device.
- 2 Enter your unique access details:
  - Shareholders will need their Security Reference Number (SRN) or Holder Identification Number (HIN), which is printed at the top of each shareholder's Proxy Form.
  - Proxyholders will need their proxy code, which Automatic Registry Services will provide via email no later than 24 hours prior to the AGM.

Finally, after much consideration, I have decided to step down as Chair of the Board and as a non executive Director and following the conclusion of our upcoming Annual General Meeting. It has been an honour to serve in this role and to work alongside an experienced Board and Management Team. I am confident that Eneo is well-positioned for continued success and growth, and I look forward to seeing the achievements that lie ahead. I am pleased to announce that my fellow Board Member, Ian Rowden, will be stepping into the role of Chair after the meeting.

I have thoroughly enjoyed being involved with Eneo and witnessing its progress. I appreciate the support and trust you have shown me throughout my tenure. The Board values your ongoing support, and we look forward to engaging with you on 17 October 2024. I am excited to see what the future holds for Eneo and its continued success.

Yours sincerely,

A handwritten signature in blue ink that reads "Ann Sherry".

Ann Sherry AO  
Chair

# Items of business

## FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

To receive and consider the Annual Financial Report of Enero Group Limited and its controlled entities (**Group**), the Directors' Report, and the Auditor's Report for the year ended 30 June 2024.

The Company's 2024 Annual Report is available to all shareholders on the Company's website at <https://www.enero.com/investor-centre/reports-presentations/>.

### Resolution 1 – Non-binding resolution to adopt the Remuneration Report

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

*"That the 'Remuneration Report' included in the Enero Annual Financial Report for the year ended 30 June 2024, be adopted."*

*Note: A voting exclusion applies to Resolution 1.*

### Resolution 2 – Re-election of Director

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



*"That David Brain, who retires in accordance with rule 6.1(f) of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company."*

### Resolution 3 – Re-election of Director

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



*"That Louise Higgins, who retires in accordance with rule 6.1(f) of the Company's Constitution and, being eligible, offers herself for election, be re-elected as a Director of the Company."*

### Resolution 4 – Approval of the Enero Group Limited Rights Plan (SPR Plan)

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

*"That, for the purposes of Listing Rule 7.2 Exception 13 and for all other purposes, the SPR Plan and any grants of rights (as defined in the SPR Plan) issued under the SPR Plan, be approved."*

*Note: A voting exclusion applies to Resolution 4.*

### Resolution 5 – Approval for the Granting of Rights to a Director – Mr Brent Scrimshaw, Global Chief Executive Officer

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

*"That approval is given for the purposes of ASX Listing Rule 10.14 and all other purposes, for the issue of 1,404,294 performance rights in relation to FY25 long term variable remuneration (LTVR) to the Global Chief Executive Officer, Mr Brent Scrimshaw, under the SPR Plan on the terms and conditions described in the explanatory notes to this notice of meeting."*

The rights will be granted within one month of the AGM being held.

*Note: A voting exclusion applies to Resolution 5.*

### By Order of the Board of Enero Group Limited

Catherine Hoyle  
Company Secretary  
16 September 2024

# Information for shareholders

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## VOTING EXCLUSIONS

### Resolution 1:

In accordance with the Corporations Act, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the KMP, details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties (each a **Restricted Voter**). However, a Restricted Voter may cast a vote on this resolution if it is not cast on behalf of a Restricted Voter and either:

- (a) it is cast by the Restricted Voter as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) it is cast by the Chair of the meeting (**Chair**) as a proxy, if the appointment of the Chair expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Further, a member of the KMP and their Closely Related Parties as at the date of the meeting who is appointed as a proxy must not vote on this resolution unless:

- (a) the appointment specifies the way the proxy is to vote on this resolution; or
- (b) the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the item is connected directly or indirectly with the remuneration of a member of the KMP.

If you appoint the Chair as your proxy for Resolution 1 and you do not direct your proxy how to vote on Resolution 1, you will be expressly authorising the Chair to exercise your proxy, even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP which includes the Chair. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

### Resolution 4:

In accordance with the Listing Rules, the Company will disregard any votes cast in respect of Resolution 4 by any person who is eligible to participate in the SPR Plan and any associate of that person. The Directors of the Company are named on pages 10 and 11 of Eneo's 2024 Annual Financial Report. However, the Company need not disregard a vote cast by a person if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (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.

Further, in accordance with the Corporations Act, a Restricted Voter who is appointed as a proxy must not vote on this resolution unless:

- (a) the appointment specifies the way the proxy is to vote on this resolution; or
- (b) the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the item is connected directly or indirectly with the remuneration of a member of the KMP.

If you appoint the Chair as your proxy for Resolution 4 and you do not direct your proxy how to vote on Resolution 4, you will be expressly authorising the Chair to exercise your proxy, even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP which includes

# Information for shareholders (continued)

the Chair. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 4. Shareholders may also choose to direct the Chair to vote against Resolution 4 or to abstain from voting.

## Resolution 5:

In accordance with the Listing Rules, the Company will disregard any votes cast in respect of Resolution 5 by any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the SPR Plan (that is, a person who meets the definition of 'Eligible Person' in the SPR Plan) and any Associate (as defined in the Listing Rules) of that person.

Brent Scrimshaw is the only person who is referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 and meets the definition of Eligible Person and therefore the Company will disregard any votes on Resolution 5 cast by Brent Scrimshaw or his Associates regardless of the capacity in which the vote is cast. However, the Company need not disregard a vote cast in favour of Resolution 5 if:

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

Further, in accordance with the Corporations Act, a member of the KMP and their Closely Related Parties who is appointed as a proxy must not vote on this resolution unless:

- (a) the appointment specifies the way the proxy is to vote on this resolution; or
- (b) the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you appoint the Chair as your proxy for Resolution 5 and you do not direct your proxy how to vote on Resolution 5, you will be expressly authorising the Chair to exercise your proxy, even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP which includes the Chair. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 5. Shareholders may also choose to direct the Chair to vote against Resolution 5 or to abstain from voting.

## AGM PARTICIPATION

Shareholders will be able to attend the AGM both online and at a physical venue. Shareholders will be able to participate in the AGM by:

- joining the AGM in real time via the online platform accessible at [https://us02web.zoom.us/webinar/register/WN\\_QSAhFwkPQFSk3yvbbbl4w](https://us02web.zoom.us/webinar/register/WN_QSAhFwkPQFSk3yvbbbl4w) which will allow shareholders to listen to proceedings and view any presentations given during the AGM;
- asking questions of the Board and the external auditor:
  - before the AGM by emailing the Company Secretary at [companysecretary@enero.com](mailto:companysecretary@enero.com) no later than 48 hours prior to the AGM; and/or
  - during the AGM in real time via the online platform question function;
- attending the AGM in person at Level 2, 100 Harris Street Pyrmont NSW 2009; and
- voting on the resolutions to be considered at the AGM either by lodging a Proxy Form before the AGM or by voting in real time during the AGM via the online platform.

# Information for shareholders (continued)

Further details of how to join the online meeting, how to ask questions, and how to vote are set out below.

## Online Meeting Component

The online meeting will take place at 10:00am Sydney time on Thursday, 17 October 2024. Shareholders may join the online meeting via the online platform accessible at [https://us02web.zoom.us/webinar/register/WN\\_QSAhFwkPQFSkI3yvbbbl4w](https://us02web.zoom.us/webinar/register/WN_QSAhFwkPQFSkI3yvbbbl4w)

Shareholders who join the online meeting will have the opportunity to:

- see and hear presentations from Chair, Ann Sherry AO, and CEO, Brent Scrimshaw;
- ask questions online of the Chair, the CEO, the Non-Executive Directors, the Company Secretary, and the external auditors, EY, via a secondary telephone link after obtaining a PIN;
- hear the responses to questions asked during the AGM in real time and questions asked before the AGM via email to the Company Secretary at [companysecretary@enero.com](mailto:companysecretary@enero.com) (see further information below under Shareholder Questions); and
- cast a vote on the resolutions to be considered at the AGM in real time in person and via the online platform (see further information below under the heading 'Online voting at the AGM').

Further details of how to participate in the online meeting are set out in the Online Meeting Guide that accompanies this Notice of Meeting. The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site, asking questions and voting at the AGM.

## Entitlement to Attend and Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that those persons who are registered holders of shares in the Company at 7:00pm Sydney time on Tuesday, 15 October 2024 will be entitled to attend and vote at the AGM as a shareholder.

## Resolution by Poll

In accordance with rule 5.6(a) of the Company's Constitution, the Chair intends to call a poll on each resolution proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by a poll, rather than on a show of hands

## Voting before the AGM

Shareholders who wish to exercise a vote before the AGM should lodge a Proxy Form by no later than 10:00am Sydney time on Tuesday 15 October 2024. Details of how to lodge a Proxy Form are set out below under the heading Timing.

Shareholders who do not lodge a valid Proxy Form by this time will only be able to vote at the AGM by lodging a vote in real time at the AGM in person or via the online platform in the manner described under the heading Online Voting at the AGM.

A shareholder who is unable to attend and vote at the AGM may appoint a proxy (see further information below under Voting by Proxy) to attend and vote for the shareholder at the meeting. If a shareholder appoints a proxy by lodging a valid Proxy Form, but then attends the AGM and casts a valid vote in real time in person or via the online platform, the Company will disregard any vote by that shareholder's proxy.

## Online Voting at the AGM

Shareholders who wish to vote during the AGM using the online platform will have the opportunity to lodge a vote on the resolutions to be considered at the AGM at any time between the commencement of the AGM and the close of voting at the AGM as announced by the Chair during the AGM.

More information about how to use the online platform for voting is provided in the Online Meeting Guide. If you intend to use the online platform to submit a vote during the AGM, we suggest that you check that the online platform works on your device well in advance of the AGM. Further instructions are provided in the Online Meeting Guide.

# Information for shareholders (continued)

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## **In person voting at the AGM**

Voting in person (or by attorney) shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the meeting venue at least 30 minutes prior to the time designated for the meeting so that we may check their shareholding against our register of members and note their attendance. Attorneys should bring with them an original or certified copy of the Power of Attorney under which they have been authorised to attend and vote at the meeting.

## **Voting by Attorney**

A Proxy Form and the original or certified copy of the Power of Attorney under which the Proxy Form is signed must be received by the Company no later than 10.00am Sydney time on Tuesday, 15 October 2024.

## **Voting by Corporate Representative**

If a corporate shareholder plans to attend through a corporate representative, it must appoint a person to act as its representative and the appointed person must provide appropriate written evidence of the appointment to the meeting signed under the corporation's common seal or in accordance with section 127 of the Corporations Act.

## **Voting by Proxy**

A shareholder who is unable to attend and vote at the AGM is entitled to appoint a proxy to attend and vote for the shareholder at the meeting. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

If a shareholder is entitled to cast two or more votes, they may appoint up to two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights and an additional form of proxy is available on request from the Company. If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy but not directed as to how to vote, the proxy may only vote on Resolution 1 if

the proxy is the Chair of the meeting and the appointment 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 KMP. If such authorisation is given, the Chair intends to vote in favour of Resolution 1.

Where a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. The form of proxy must be signed by a shareholder or a shareholder's attorney. Proxies given by corporations must be signed in accordance with their constituent documents or as authorised by the Corporations Act. If the form of proxy is executed under power of attorney it must accompany the form of proxy unless it has already been noted by the Company. In the case of joint shareholders, names of the joint shareholders should be shown on the form of proxy.

## **Shareholder Questions**

Shareholders and proxyholders will be given an opportunity to ask questions in real-time in person or via the online platform question function.

Dial-in details for the AGM and contact details for Automic Registry Services are included in the Online Meeting Guide. Shareholders who are unable to use the question function during the AGM or who may prefer to register questions in advance are invited to do so. Please email the Company Secretary at [companysecretary@enero.com](mailto:companysecretary@enero.com). To allow time to collate questions and prepare answers, please submit any questions in advance of the AGM by 10:00am Sydney time on Tuesday, 15 October 2024.

Questions will be collated and, during the AGM, the Chair will seek to address as many of the frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note individual responses will not be sent to shareholders.



# Explanatory statement

## Timing

For the appointment of a proxy to be valid, the completed Proxy Form (together with any power of attorney or other authority) must be received no later than 10.00am Sydney time on Tuesday, 15 October 2024 by one of the following methods:

- by post to the share registry, Automatic GPO Box 5193 Sydney NSW 2001; or
- by email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au); or
- in person, Automatic Level 5, 126 Phillip Street Sydney NSW 2000.

Shareholder queries should be directed to the Company Secretary by phone (02) 8213 3031 or by email to [companysecretary@enero.com](mailto:companysecretary@enero.com).

This Explanatory Statement has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the AGM.

All shareholders should read this Explanatory Statement carefully and in its entirety before making any decision in relation to the resolutions.

## Financial Report, Directors' Report and Auditor's Report

Under the Corporations Act, the Directors of the Company must lay the Financial Report, the Directors' Report and the Auditor's Report for Enero for the financial year ended 30 June 2024 before the meeting (**Reports**).

These Reports are set out in Enero's 2024 Annual Report, which has been made available to shareholders and is available on the Company's website at: <https://www.enero.com/investor-centre/reports-presentations/>

Shareholders will be given reasonable opportunity at the AGM to ask questions and make comments on the Reports.

The Company's Auditor, EY, will be available at the AGM to answer shareholder questions on the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by Enero in relation to the preparation of Enero's 2024 Annual Report and the independence of the Auditor in relation to the conduct of the audit.

No resolution is required to be moved in respect of this item of general business.

## Resolution 1 – Non-binding resolution to adopt the Remuneration Report

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report including prescribed information in relation to the remuneration of Directors and other members of the KMP and Enero's remuneration practices (**Remuneration Report**).

The Remuneration Report for the financial year ended 30 June 2024 is incorporated in Enero's 2024 Annual Report (as part of the Directors' Report) and is available on the Company's website at: <https://www.enero.com/investor-centre/reports-presentations/>. The Remuneration Report contains information about Enero's remuneration policy and practices. It also sets out the remuneration arrangements for KMP including Non-Executive Directors, the CEO and the Enero Executive team.

Shareholders will be given reasonable opportunity at the AGM to ask questions and make comments on the Remuneration Report.

The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, in accordance with the Corporations Act, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2024 AGM, and if at the 2025 AGM at least 25% of the votes cast on the resolution for adoption of the 2025 Remuneration Report are against it, the Company will be required to put a resolution to the 2025 AGM, to approve calling an extraordinary general meeting to consider the election of Directors (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must then convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the 2025 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

# Explanatory statement (continued)

At the Company's previous AGM, the votes cast against the Remuneration Report considered at that AGM were less than 25%. Accordingly, the Spill Resolution is not relevant for this AGM.

Each Director recommends that shareholders vote **FOR** Resolution 1 to adopt the Remuneration Report.

## Resolution 2 – Re-election of Director

Rule 6.1(f) of the Company's Constitution requires a Director (other than the Managing Director) who, if he or she does not retire, will at the conclusion of the Meeting have been in office for three or more years or for three or more AGMs since he or she was last elected to office, to retire at the AGM. Retiring Directors may seek re-election. David Brain is currently a Director of the Company and in accordance with the Company's Constitution, Mr Brain will retire and will seek re-election at the AGM.

David was appointed as a Non-Executive Director on 10 May 2018 and is a member of the Audit and Risk Committee.

David has over 25 years' experience in public relations and integrated communications. At Edelman (the world's largest public relations firm), David was a Director of the Group Supervisory Board and member of its global management board. During 13 years at Edelman, he was CEO of the EMEA region and latterly, CEO of APACMEA.

Prior to working at Edelman, David was Co-CEO of Weber Shandwick UK and Managing Director at Burson-Marsteller UK. He has also worked in Corporate Affairs at Visa International and as a planner in advertising.

David is Chair of parking technology company Parkable; Chair of child poverty charity Share My Super; Advisory Board member of The Spinoff, and Co-founder of research start-up Stickybeak.

Each Director (other than David Brain) recommends that shareholders vote **FOR** Resolution 2 to re-elect David Brain as a Director of Enero.

## Resolution 3 – Re-election of Director

Rule 6.1(f) of the Company's Constitution requires a Director (other than the Managing Director) who, if he or she does not retire, will at the conclusion of the Meeting have been in office for three or more years or for three or more AGMs since he or she was last elected to office, to retire at the AGM. Retiring Directors may seek re-election. Louise Higgins is currently a Director of the Company and in accordance with the Company's Constitution Ms Higgins will retire and will seek re-election at the AGM.

Louise was appointed as a Non-Executive Director on 10 September 2021 and is the Chair of the Audit and Risk Committee.

Louise is the Executive General Manager Strategy & Transformation Australia Retail, Suncorp Integration at ANZ Bank.

Louise began her executive career in London with law firm Freshfields Bruckhaus Deringer, followed by seven years at the BBC. Louise has worked at Australia's Macquarie Bank as an Associate Director, COO for NOVA Entertainment with responsibility for performance of the Nova and Smooth radio networks and as Chief Financial and Strategy Officer for the Australian Broadcasting Corporation to oversee significant technology transformation.

Louise has a diverse, non-executive career from Commercial Radio Australia, Visit Victoria, Qudos Bank, Canteen Australia and Enero Group Limited.

Each Director, other than Louise Higgins, recommends that shareholders vote **FOR** Resolution 3 to elect Louise Higgins as a Director of Enero.

## Resolution 4 – Approval of the Enero Group Limited Rights Plan (SPR Plan)

Resolution 4 seeks shareholder approval for the SPR Plan to preserve the 15% limit on new issues that may be made during any 12 month period, without shareholder approval. If passed, the approval will exclude rights issued under the SPR Plan, from the calculation of the utilisation of the limit during the subsequent three (3) years (ASX Listing Rule 7.2 exception 13).

# Explanatory statement (continued)

Executive remuneration for the Company is determined by the non-executive members of the Board, taking consideration of relevant market practices and the circumstances of the Company, on an annual basis. It is the view of the non-executive members of the Board that it is in the interests of shareholders for selected executives, Directors and other employees (the participants) to receive part of their remuneration in the form of equity.

The SPR Plan represents a modernisation of the available equity instruments and terms, aligned with current regulations and market best-practices. Equity interests are designed to form a significant component of variable remuneration for executives by facilitating LTVR, as well as potentially deferral of short term variable remuneration (**STVR**) into equity, fixed remuneration or retention variable remuneration from time to time. It is the view of the Board that the holding of such equity creates alignment between shareholder interests and the interests of participants.

If approved, grants under the SPR Plan will facilitate Enero to provide appropriate, competitive and performance-linked remuneration to the employees of the Company. The Board seeks to ensure that grants are made at a level that will appropriately position remuneration outcomes when compared to the market, in accordance with Enero's remuneration policies, and appropriate to the circumstances of the Company at the time. The Board receives independent expert advice from time to time to support this objective.

Non-executive Directors are not eligible to participate in the SPR Plan and this is intended to support their independence in providing governance oversight for this component of remuneration.

A summary of the main features of the SPR Plan is set out in the table below:

Aspect	Details
<b>Instrument</b>	<p>The SPR Plan uses indeterminate rights which are an entitlement to the value of a share (less any exercise price) which may be satisfied either in cash and/or in shares (at the Board's discretion), unless otherwise specified in an invitation. Generally, it is expected that exercised rights will be satisfied in the form of shares or restricted shares (ordinary fully paid share in the Company that may be subject to specified disposal restrictions).</p> <p>The SPR Plan allows for three classes of rights which may be appropriate forms of remuneration under various circumstances, being:</p> <ul style="list-style-type: none"> <li>- Performance rights which vest when performance conditions have been satisfied and will generally be used for the purpose of granting LTVR to executives;</li> <li>- Service rights which vest after completion of a period of service and which will generally be used as a retention incentive below the executive level if and when appropriate, or as part of fixed remuneration; and</li> <li>- Restricted rights which are vested at grant but which may have exercise restrictions and or specified disposal restrictions that extend to the shares that result from the exercise of rights (restricted shares), and will generally be used to defer earned remuneration from time to time e.g. to defer STVR.</li> </ul> <p>When an exercise price greater than nil is specified in an invitation, the rights are share appreciation rights (SARs) that only produce value when the share price exceeds the exercise price at the time of exercise i.e. equivalent to an option. They may be performance SARs, service SARs or restricted SARs under the foregoing classes of rights.</p>
<b>Eligibility</b>	Persons selected by the Board will be invited to participate in the SPR Plan, including full time and part-time employees, executive Directors and contractors, but excludes non-executive Directors.
<b>Retesting</b>	No retesting is available under this plan.
<b>Dividend Equivalents</b>	Once rights with an exercise price of nil vest, participants will be entitled to dividend equivalent payments at the same time as when cash dividends are paid in respect of shares. Entitlement to dividend equivalents will cease when the participant ceases to be an employee. Dividend equivalents will be calculated as the sum of cash dividends and franking credits per share multiplied by the number of vested rights held by the participant at the time a cash dividend is paid by the Company.

# Explanatory statement (continued)

<b>Disposal Restrictions</b>	<p>All shares acquired by participants or held by the trustee of the employee share trust for the benefit of participants as a consequence of the exercise of rights are generally initially restricted shares, and shall be subject to a disposal restriction being that such shares may not be sold or disposed of in any way until their sale would not breach either:</p> <ul style="list-style-type: none"> <li>a) the Company's share trading policy, or</li> <li>b) Division 3 of Part 7.10 of the Corporations Act (insider trading restrictions which in essence make it an offense to sell shares when you hold price sensitive information not available to the public), and</li> <li>c) following expiry of the specified disposal restriction, if any, applicable to the restricted shares.</li> </ul> <p>Enero will ensure that such restrictions are enforced due to the presence of CHES holding locks or alternatively by any trustee of an employee share trust that may be engaged in connection with the SPR Plan.</p>
<b>Disposal and Exercise Restriction Release at Taxing Point</b>	<p>In the event that a taxing point arises in relation to restricted rights or restricted shares and the exercise restrictions or specified disposal restrictions have not elapsed then they will cease to apply to 50% of the taxable rights and shares. This ensures that unreasonable tax outcomes are avoided.</p>
<b>Cessation of Employment</b>	<p>In the event of the termination of employment of a participant for cause, as determined by the Board, all unvested rights and rights subject to an exercise restriction period will be forfeited by that participant unless otherwise determined by the Board.</p> <p>In all other circumstances, if a participant ceases to be an employee, performance rights held by them in respect of which the first year of the measurement period has not been completed will be forfeited pro-rata in the percentage that the remainder of the year bears upon the full year, unless otherwise determined by the Board.</p>
<b>Delisting</b>	<p>Unless otherwise determined by the Board, in the event the Board determines that the Company will be imminently de-listed, whether in the case of a change in control or otherwise, the vesting conditions attached to the tranche at the time of the application will cease to apply and:</p> <ul style="list-style-type: none"> <li>a) performance rights constructed as share appreciation rights will vest 100% unless otherwise determined by the Board,</li> <li>b) unvested performance rights subject to a nil exercise price will vest in accordance with the application of the following formula to each unvested tranche as at a date determined by the Board (<b>Effective Date</b>), noting that negative results will be taken to be nil and vesting cannot exceed 100%: <ul style="list-style-type: none"> <li><math display="block">\frac{\text{Number of Performance Rights in Tranche to Vest} \times \text{Unvested Performance Rights in Tranche} \times \% \text{ of First Year of Measurement Period Elapsed} \times (\text{Share Price at the Effective Date} - \text{Share price at Measurement Period Commencement Date})}{\text{Share price at Measurement Period Commencement Date}}</math></li> </ul> </li> <li>c) any remaining unvested performance rights will vest to the extent, if any, determined by the Board having regard to performance over the measurement period prior to the effective date,</li> </ul>

# Explanatory statement (continued)

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**Delisting**  
(continued)

- d) any unvested performance rights that remain following (b) and (c) will lapse, unless the Board determines that participants may continue to hold unvested rights following the Effective Date,
- e) some or all unvested service rights may vest to the extent determined by the Board in its discretion, having regard to the circumstances that gave rise to the grant of service rights and any remainder will lapse immediately,
- f) any unexercised rights held by a participant that are subject to an exercise restriction period will cease to be so restricted on the date that the Board determines in its sole discretion, and
- g) any specified disposal restriction period will be lifted, including the removal of any Company initiated CHES holding lock.

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**Major Return  
of Capital or  
Demerger**

In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Company due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to shareholders, the Board will determine the treatment of all vested and unvested rights and restricted shares held by participants including but not limited to vesting, lapsing and removal of the exercise restriction period and specified disposal restriction period, and the automatic exercise of vested rights on a specific date.

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**Board Discretion,  
Preventing  
Inappropriate  
Benefits, Fraud  
and Misconduct**

The Board has sole discretion to determine that some or all rights held by a participant that are unvested rights or vested rights which are subject to an exercise restriction period, will lapse on a specified date if allowing the rights to be retained or exercised by the participant would, in the opinion of the Board, result in an inappropriate benefit to the participant. Such circumstances include but are not limited to:

- a) if a participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board, including bringing the Company into disrepute,
- b) if the Board determines that a participant or participants took actions that caused harm or are expected to cause harm to the Company's stakeholders,
- c) if the Board forms the view that a participant or participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company,
- d) if the Board forms the view that participants have exposed employees, the broader community or environment to excessive risks, including risks to health and safety,
- e) if a participant becomes the employee of a competitor or provides services to a competitor, either directly or indirectly, (as determined by the Board and unless otherwise determined by the Board),
- f) if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of rights previously vested than should have, in light of the corrected information,
- g) if the Board determines that unacceptable "ESG" (environmental, social and governance) outcomes have been identified,

# Explanatory statement (continued)

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<b>Board Discretion, Preventing Inappropriate Benefits, Fraud and Misconduct</b> (continued)	<p>h) if the participant has committed an act of fraud, dishonesty, defalcation, or gross misconduct,</p> <p>i) if the participant is terminated for cause,</p> <p>j) if the participant is in breach of their individual obligations to the Company (including any Company policy applicable to them),</p> <p>k) if the Board determines that the participant has not adhered to the Company's values or risk framework to an unacceptable extent,</p> <p>l) if the participant has engaged in activities with the aim of achieving the goals outlined to them in a manner which is unsustainable or likely to detract from long term value of the group.</p>
<b>Bonus Issues, Rights Issues, Voting and Dividend Entitlements</b>	<p>The number of rights held by participants will be proportionately adjusted to reflect bonus issues so that no advantage or disadvantage arises for the participant. Right holders will not participate in shareholder rights issues.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including restricted shares) issued when rights are exercised carry all entitlements of shares, including voting and dividend entitlements.</p>
<b>Hedging</b>	<p>The Company prohibits the hedging of rights or shares subject to disposal restrictions by specified participants.</p>

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As at the date of this Notice of Meeting, no rights have been issued under the SPR Plan.

For purposes of ASX Listing Rule 7.2 Exception 13, the maximum number of equity securities that may be issued under the SPR Plan following approval of this resolution is 4,536,756 (being 5% of the Company's issued shares as at the date of this Notice of Meeting).

The Directors, other than Brent Scrimshaw, unanimously recommend that shareholders vote **FOR** Resolution 4.

If holders of ordinary securities do not approve this resolution, issues under the SPR Plan will count towards the 15% limit in Listing Rule 7.1, that may be made without shareholder approval.

## **Resolution 5 – Allocation of Share Performance Rights to a Director under the Enero Performance Rights Plan**

ASX Listing Rule 10.14 requires the Company to obtain approval from shareholders of Enero for the issue of securities to a director under an employee incentive scheme.

The Company is seeking shareholder approval for the proposed grant FY25 LTVR performance rights to Mr Brent Scrimshaw, Global Chief Executive Officer, as set out below.

The SPR Plan has been designed to facilitate the Company adopting modern best-practice remuneration equity structures for executives. A key component of effective remuneration for executives is equity interests, in the form of LTVR to drive shared performance objectives, link remuneration to Company performance, and align interests with sustainable value creation for shareholders.

The features of the proposed FY25 LTVR invitation to apply for performance rights to the director are summarised below:

# Explanatory statement (continued)

Aspect	Details
<b>Instrument</b>	<p>If this resolution is approved, Mr Brent Scrimshaw will be invited to apply for FY25 LTVR in the form of performance rights – referred to as rights. These rights may vest when performance-based vesting conditions are satisfied. The rights are indeterminate rights which are an entitlement to the value of a share (less any exercise price) which may be settled either in cash and/or in shares (at the Board's discretion). Generally, it is expected that vested rights will be settled in shares (including restricted shares, which are shares subject to a disposal restriction).</p> <p>The value that may be realised is a function of performance against vesting conditions and the market value of a share at the time of sale of any shares that result from exercising rights. The type of equity proposed to be granted has been selected because it creates a strong link between performance and reward.</p>
<b>Term</b>	Each right has a term of 15 years from the grant date and if not exercised within that term the rights will lapse.
<b>Retesting</b>	No retesting is available under this plan.
<b>Number of Rights</b>	<p>It is proposed that Mr Brent Scrimshaw will be invited to apply for two tranches of rights in relation to this resolution:</p> <ul style="list-style-type: none"> <li>- Tranche 1 – 702,147 Performance Rights with an Indexed Total Shareholder Return (<b>ITSR</b>) Vesting Condition (nil Exercise Price), and</li> <li>- Tranche 2 – 702,147 Performance Rights with an Earnings Per Share (<b>EPS</b>) Vesting Condition (nil Exercise Price).</li> </ul> <p>The number of performance rights has been calculated as follows:</p> $\frac{\text{Total Fixed Remuneration} \times \text{Stretch LTVR}\%}{\text{Right Value}}$ <p>Where the value of the right is equal to the Face value of the Enero Share Price calculated by a 10 day VWAP from 15/08/2024 to 28/08/2024. The VWAP has been determined based on the following calculation:</p> $\frac{\text{Dollars traded for every transaction over 10 days}}{\text{Total shares traded over 10 days}}$ <p>The share price used to calculate the grant of rights was based on a volume weighted average price (<b>VWAP</b>) over the 10 trading days following the release of FY24 financial results, of \$1.1541.</p>
<b>Measurement Period</b>	The measurement period is the period over which vesting conditions are assessed and will be from 1 July 2024 to 30 June 2027 (3 years).

# Explanatory statement (continued)

**Vesting Conditions** **Tranche 1 Performance Rights are subject to an iTSR vesting condition (50% weighting).** The vesting of performance rights will be determined by comparing Enero's total shareholder return (**TSR**) against the TSR of the S&P ASX Small Industrials index over the measurement period specified above.

The vesting scale for this performance vesting metric is as follows:

Performance Level	Enero's TSR Compared to TSR of the ASX Small Industrials Index	% of Grant Vesting
Stretch	≥ Index TSR + 5% TSR CAGR	100%
Between Target and Stretch	> Index TSR & < Index TSR + 5% TSR CAGR	Pro-rata
<b>Target and Threshold</b>	<b>≥ Index TSR</b>	<b>50%</b>
Below Threshold	< Index TSR	0%

TSR is the sum of the change in share price and dividends (assumed to be reinvested in shares) during the measurement period.

**Tranche 2 Performance Rights are subject to an Earnings Per Share (EPS) Vesting Condition (50% weighting).** The vesting of performance rights will be determined by whether the Company achieves the necessary performance levels as outlined below.

The vesting scale for this performance vesting metric is as follows:

Performance Level	% of Grant Vesting
Stretch: Target +44%	100%
Between Target and Stretch	Pro-rata
<b>Target</b>	<b>50%</b>
Between Threshold and Target	Pro-rata
Threshold: Target -22%	25%
Below Threshold	0%

EPS will be calculated as the average EPS over the measurement period. Enero will provide disclosure of the outcomes against the performance levels in the Remuneration Report in the year of vesting.

**Gates** A gate applies to the tranche 1 iTSR performance rights, such that vesting will not be considered if the Company's TSR is not positive for the measurement period. Enero will provide disclosure of the outcomes against the performance levels in the Remuneration Report in the year of vesting.

**Dividend Equivalents** Once rights vest, Mr Brent Scrimshaw will be entitled to dividend equivalent payments at the same time as when cash dividends are paid in respect of shares. Entitlement to dividend equivalents will cease when the participant ceases to be an employee of the group. Dividend equivalents will be calculated as the sum of cash dividends and franking credits per share multiplied by the number of vested rights held by the participant at the time a cash dividend is paid by the Company.



# Explanatory statement (continued)

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Mr Brent Scrimshaw is the only person both subject to ASX Listing Rule 10.14 and entitled to participate in the SPR Plan, as at the date of the preparation of this resolution. No performance rights have been previously issued to Mr Brent Scrimshaw under the SPR Plan.

Subject to shareholder approval, the rights must be granted within 3 years of the date of the general meeting at which approval is obtained, and will in practice be granted within 30 days of the meeting.

Mr Brent Scrimshaw's total remuneration package is set out in the Enero Group Limited Annual Report for FY24, and may be summarised as follows based on the policy at the time of writing:

- Fixed Remuneration of \$900,386
- A Short Term Incentive at Target of \$1,125,483
- A Long term variable remuneration at Target of \$810,348, with a Stretch/Maximum policy of \$1,620,696.

Details of any securities issued under the scheme will be published in the subsequent annual report of Enero relating to the period in which the securities were issued.

Any persons covered by Listing Rule 10.14 and not named in this notice of meeting may not participate in the SPR Plan until approval is obtained for them under Listing Rule 10.14.

The Directors, excluding Mr Brent Scrimshaw, unanimously recommend that shareholders vote **FOR** Resolution 5. Directors other than Mr Brent Scrimshaw do not have an interest in the outcome of the proposed resolution.

If Resolution 5 is not passed, the Board may proceed with the SPR Plan by acquiring shares on-market or alternatively may consider long-term deferred remuneration arrangements such as deferred cash to ensure remuneration arrangements are compliant with regulatory requirements.

# Glossary

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**ASX** means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as appropriate.

**Board** means the board of Directors of the Company.

**Closely Related Party** in relation to a member of the KMP, means the member's spouse, child or dependent (or a child or dependent of the member's spouse), anyone else in the member's family who may be expected to influence the member or be influenced by the member in the member's dealings with the Company or Group, and any company the member controls.

**Company** or **Enero** means Enero Group Limited (ABN 97 091 524 515).

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

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

**Group** means the Company and its controlled entities.

**KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company or the Group, whether directly or indirectly, including all Directors (whether executive or otherwise) of the Company. The KMP during the financial year ended 30 June 2024 are listed in the Remuneration Report and include Directors (both Executive and Non-Executive) of the Company and certain senior executives.

**Listing Rules** means the listing rules of the ASX.

**SPR Plan** means the Enero Group Performance Rights Plan.

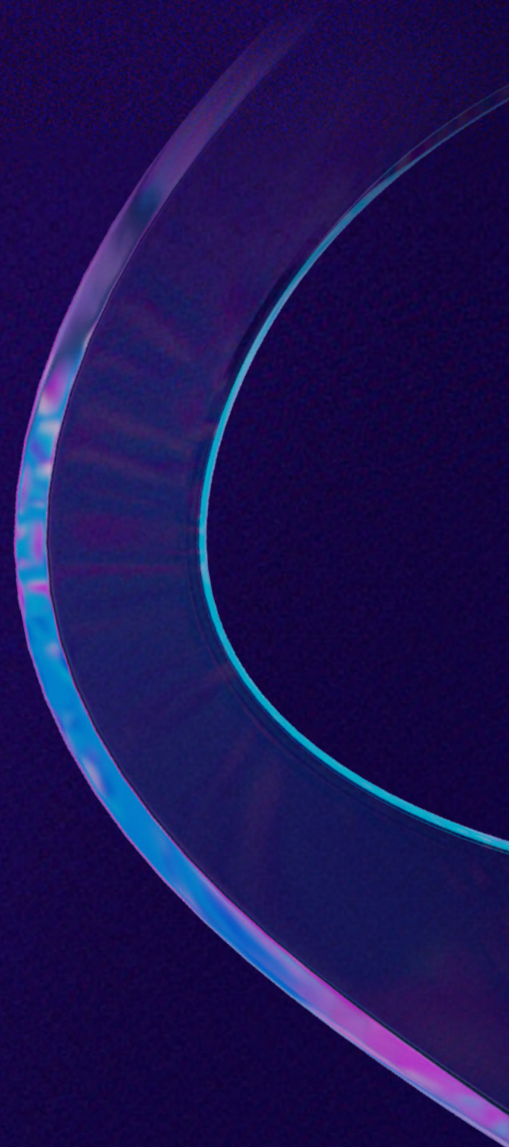
# enero

+61 2 8213 3031

General – [info@enero.com](mailto:info@enero.com)

Investor Relations – [IR@enero.com](mailto:IR@enero.com)

Level 2, 100 Harris Street  
Pyrmont NSW 2009  
Australia



Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 15 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

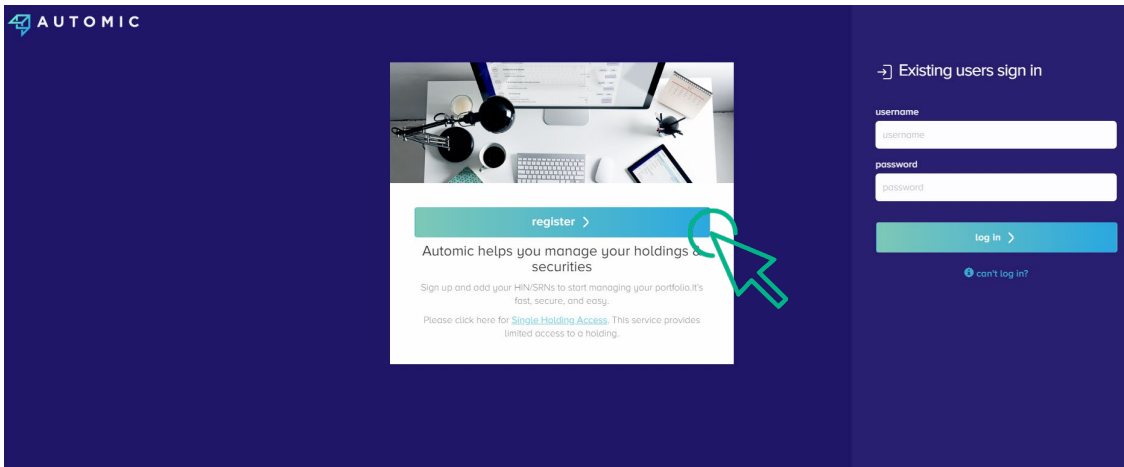


# Virtual Meeting Registration and Voting

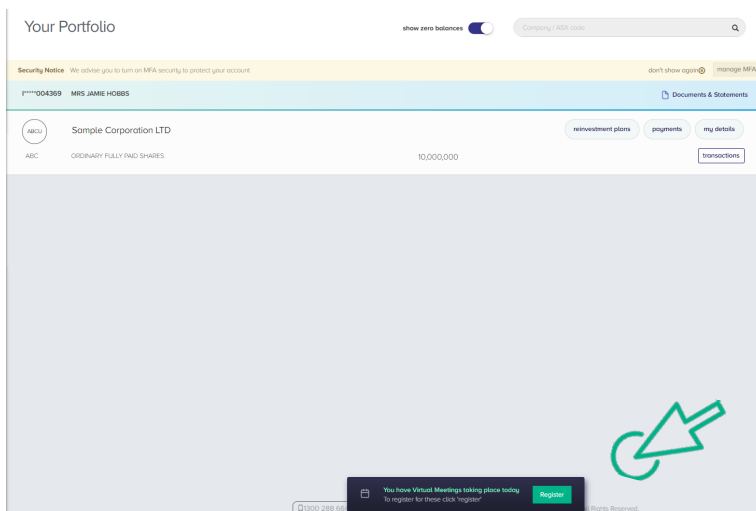


## REGISTRATION

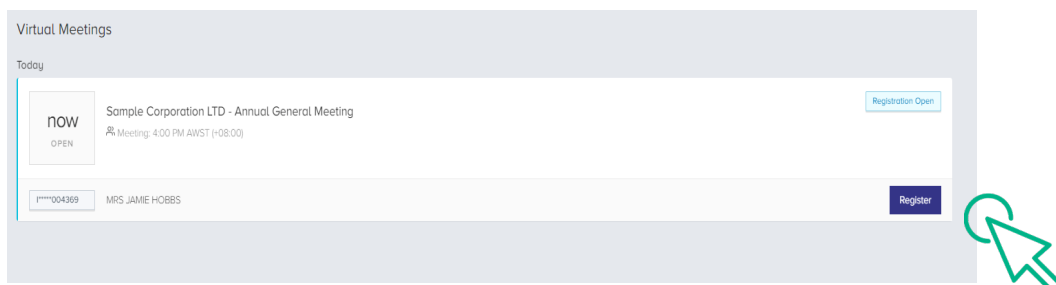
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see from the banner at the bottom of your screen that the meeting is open for registration. Click on “register”.



- Click on “register” to register your attendance for the meeting.



## REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Registration - Step 1 of 2" is displayed. The main content area contains a question: "Will you be registering to vote?". Below the question, there are two instructions: "If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select 'NO, I will not be voting'" and "If you have lodged a Proxy Form and wish to amend your vote, please select 'YES, I would like to vote'". There are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A blue "next" button is located at the bottom right of the form. Green arrows point to the selected radio button and the "next" button.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (with a document icon) and the final step is "Complete" (with a checkmark icon). Below the progress bar, the heading "Complete - Step 2 of 2" is displayed. The main content area contains a green checkmark icon followed by the text "Registration Complete!". Below this, it says "The voting is not open yet. Refresh this page or come back here later." A blue "Refresh" button is located at the bottom right. A light blue box contains the text "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbjYyZjNQd2xVWXdlMGgwZz09>. Green arrows point to the "Refresh" button and the meeting URL.



# VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link  
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbLYyZjNkQ2xVWXdiMGgwZz09>

**Resolutions**  
You must vote on all resolutions, except for those marked as withdrawn.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

**Confirmation**  
Please review and confirm.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

**Declaration** PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.  
By pressing confirm you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

# VOTING COMPLETE


- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Progress: Poll (0) — Review (1) — Complete (2)

Complete - Step 3 of 3

 Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSENIbUN5NzF3bUUQT09;>