

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (“**Meeting**”) of the shareholders of EVT Limited (the “**Company**”) will be held at Event Cinemas, 505-525 George Street, Sydney NSW 2000 and online at <https://meetnow.global/M44PLA2> on Friday 20 October 2023 at 10:00am (Sydney time).

Shareholders and proxyholders who participate in the Meeting online will be able to watch the Meeting, cast their votes, and ask questions and make comments online (in writing or verbally) in real time.

Further details about how to participate online are set out in the Explanatory Notes that accompany and form part of this Notice of Annual General Meeting.

Financial Reports

1. To receive and consider the financial statements of the Company and its controlled entities (collectively the “**Group**”) and the reports of the directors and of the auditor for the year ended 30 June 2023.

Remuneration Report

2. To adopt the remuneration report for the year ended 30 June 2023.

Please note that the vote on this resolution is advisory only, and does not bind the Company or its directors.

Election and Re-election of Directors

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

3. That Mr Brett David Chenoweth, having been appointed as a director since the last Annual General Meeting, and who retires in accordance with rule 8.1(c) of the Constitution, and being eligible, is elected as a director of the Company.
4. That Ms Valerie Anne Davies, being a director who retires by rotation in accordance with rule 8.1(d) of the Constitution, and being eligible, is re-elected as a director of the Company.

Approval of the Renewal of the Proportional Takeover Provisions

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

5. That the proportional takeover provisions in the form of rule 6 of the Constitution of the Company be renewed for a further period of three (3) years from the date of the Meeting.

Award of Rights to the Chief Executive Officer

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

6. That approval is given for all purposes, including ASX Listing Rule 10.14, for the award of up to 200,000 Performance Rights as a long term incentive award to the Chief Executive Officer, Ms Jane Megan Hastings, on the terms set out in the Explanatory Notes to the Notice of Annual General Meeting.

VOTING EXCLUSION STATEMENT

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (“KMP”) of the Group (being Items 2 and 6 of this Notice of Meeting), the *Corporations Act 2001* (Cth) (“**Corporations Act**”) restricts KMP and their closely related parties from voting in certain circumstances. “Closely related party” is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP. In addition, a voting restriction applies to Item 6 under the ASX Listing Rules.

Item 2 (Remuneration Report)

The Company will disregard any votes cast on Item 2:

- by or on behalf of a member of the KMP named in the Company’s remuneration report for the year ended 30 June 2023 or their closely related parties (regardless of the capacity in which the votes are cast); or
- as proxy by a person who is a member of the KMP on the date of the Annual General Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the Proxy Form to vote as the proxy decides, even though the resolution is connected with the remuneration of the KMP.

Item 6 (Award of Rights to the Chief Executive Officer)

The Company will disregard any votes cast on Item 6:

- in favour of the resolution by or on behalf of Ms Hastings or any of her associates (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the KMP on the date of the Annual General Meeting or their closely related parties,

unless the vote is cast:

- by a person as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on the resolution in accordance with a direction given to the Chairman to vote on the resolution as the Chairman of the Meeting decides; or
- 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:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board:

DAVID STONE

Company Secretary

Sydney, 15 September 2023

Explanatory Notes

These Explanatory Notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

ITEM 1 – FINANCIAL REPORTS

The Corporations Act requires that the financial statements of the Company and its subsidiaries (the “Group”) and the reports of the directors and the auditor (collectively the “Financial Reports”) be laid before the Annual General Meeting. The Corporations Act does not require a vote of shareholders at the Annual General Meeting on such reports or statements.

The Annual Report is available on the Company’s website (www.evt.com).

Shareholders as a whole will be given a reasonable opportunity at the Meeting to ask questions and make comments in relation to the Financial Reports and the management of the Company. Shareholders as a whole will also be given a reasonable opportunity to ask the Company’s auditor, KPMG, questions relevant to the conduct of the audit, the preparation and content of the Independent Auditor’s Report, the accounting policies adopted by the Group in relation to the preparation of its financial statements, and the independence of the auditor in relation to the conduct of the audit.

ITEM 2 – REMUNERATION REPORT

The remuneration report is set out on pages 29 to 40 of the 2023 Annual Report. It is also available on the Company’s website (www.evt.com). The remuneration report:

- explains the structure of, and rationale behind, the Group’s remuneration practices and the link between the remuneration of the Group’s KMP and the Group’s performance;
- sets out remuneration details for each director of the Company and for each member of the Group’s senior executive team who were KMP during the financial year; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including the executive director.

Shareholders as a whole will be given a reasonable opportunity at the Meeting to ask questions and make comments in relation to the remuneration report.

Board recommendation

The Board recommends that shareholders vote in favour of Item 2.

ITEMS 3 AND 4 – RE-ELECTION OF DIRECTORS

Mr Brett David Chenoweth

Mr Brett David Chenoweth, an independent non-executive director, was appointed to the Board of the Company on 9 December 2022. Rule 8.1(c) of the Constitution states that any director (who is not a managing director) appointed by the directors holds office only until the next annual general meeting and is then eligible for election. Accordingly, Mr Chenoweth retires in accordance with the Constitution and offers himself for election.

A profile of Mr Chenoweth is included on page 4 of the 2023 Annual Report and is also set out below.

Experience and directorships

Mr Chenoweth has been a director of the Company since December 2022. Mr Chenoweth is a company director with more than 25 years of operating experience in media, technology, telecommunications and digital businesses. Mr Chenoweth is chairman of ASX-listed Adairs Limited, Madman Entertainment Pty Ltd, Canberra Data Centres Pty Limited and The Bombora Group of companies. He is also a director of ASX-listed Tabcorp Holdings Limited and Surfing Australia Limited, and a Senior Advisor to H.R.L. Morrison & Co.

Mr Chenoweth was previously the CEO and Managing Director of APN News and Media Limited and has held senior executive roles at the New York based investment firm Silverfern Group, Telecom New Zealand Limited, Publishing & Broadcasting Limited and Village Roadshow Limited. Mr Chenoweth holds a Bachelor of Laws, Bachelor of Economics and a Graduate Diploma in Applied Finance and Investment.

As part of its ongoing performance review process, the Board considered Mr Chenoweth's contribution to the Board since his appointment as a director in 2022 and strongly supports the election of Mr Chenoweth as a director of the Company.

Board recommendation

For the reasons summarised above, the Board (Mr Chenoweth abstaining) recommends that shareholders vote in favour of Item 3.

Ms Valerie Anne Davies

Ms Valerie Anne Davies, an independent non-executive director, retires by rotation in accordance with rule 8.1(d) of the Constitution.

A profile of Ms Davies is included on page 5 of the 2023 Annual Report and is also set out below.

Experience and directorships

Ms Davies has been a director of the Company since April 2011. Ms Davies is a company director with more than 25 years of broad experience across diverse sectors, including tourism, property, technology, resources, labour-hire, health and media. Ms Davies also operated her own consultancy in corporate communications, working at the leadership level with numerous tier one national and international business organisations addressing the complexities of issues management, communications, coaching and mentoring.

Ms Davies is a director of ASX-listed Cedar Woods Properties Limited and is a member of Chief Executive Women, a former Telstra Business Woman of the Year (Western Australia), a Fellow of the Australian Institute of Company Directors ("AICD") as well as being a past Vice-President of the AICD (Western Australia).

Ms Davies has been a director of the Company for over 12 years. The Board considers that Ms Davies has clearly demonstrated her independence from management through her decision making and general performance as a director.

As part of its ongoing performance review process, the Board considered Ms Davies' contribution to the Board and strongly supports the re-election of Ms Davies as a director of the Company.

Board recommendation

For the reasons summarised above, the Board (Ms Davies abstaining) recommends that shareholders vote in favour of Item 4.

ITEM 5 – APPROVAL OF THE RENEWAL OF THE PROPORTIONAL TAKEOVER PROVISIONS

Rule 6 of the Company's Constitution currently contains proportional takeover provisions. The provisions prohibit the registration of transfers of shares acquired under a proportional takeover bid unless a resolution is passed by shareholders approving the bid.

The proportional takeover provisions were last re-inserted into the Constitution by shareholders of the Company at the 2020 Annual General Meeting.

In accordance with the Company's Constitution and the Corporations Act, the provisions will cease to have effect on 23 October 2023. Accordingly, it is proposed in Item 5 that the provisions in rule 6 be renewed for a further period of three years. Item 5 is a special resolution and requires approval of at least 75% or more of the votes that may be cast by shareholders.

Rule 6 is set out in full in the version of the Company's Constitution that is available from the Company's website at <https://www.evt.com/investors/>.

What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

In a proportional takeover bid, the bidder offers to buy a proportion only (i.e. less than 100%) of each shareholder's shares in the Company. This means that control of the Company may pass without shareholders having the chance to sell all of their shares to the bidder. It also means that the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Company may provide in its Constitution that:

- in the event of a proportional takeover bid being made for shares in the Company, shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- the majority decision of the Company's shareholders will be binding on all individual shareholders.

The directors consider that shareholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without shareholders being given the opportunity to dispose of all of their shares for a satisfactory control premium. The directors also believe that the right to vote on a proportional takeover bid may avoid shareholders feeling pressure to accept the bid even if they do not want it to succeed.

What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the directors must ensure that shareholders vote on a resolution to approve the bid at least 14 days before the takeover bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

If no resolution is voted on at least 14 days before the last day of the takeover bid period, then a resolution to approve the proportional takeover bid will be deemed to have been passed. This effectively means that shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years after the date of approval, unless again renewed or re-inserted by shareholders. The provisions may be renewed or re-inserted, but only by special resolution.

Similar provisions are commonly found in the constitutions of publicly-listed companies on the ASX and are regularly renewed.

Potential advantages and disadvantages

The directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them, other than in their capacity as shareholders. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages and disadvantages of the proportional takeover provisions for shareholders of the Company are set out below.

The provisions will ensure that all shareholders have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This should ensure that a potential bidder structures its offer in a way which is attractive to a majority of shareholders, including appropriate pricing. Similarly, knowing the view of the majority of shareholders may help individual shareholders assess the likely outcome of the proportional takeover bid when determining whether to accept or reject the offer. In addition, shareholders may avoid being locked in as a minority shareholder.

However, it is also possible that the renewal of the proportional takeover provisions may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an additional restriction of the ability of shareholders to freely deal with their shares and could reduce the likelihood of a proportional takeover succeeding.

While rule 6 has been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the directors and the shareholders, respectively, during this period.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages.

Director knowledge of any proposals to acquire or increase a substantial interest

As at the date this statement was prepared, no director is aware of a proposal by a person to acquire, or to increase, a substantial interest in the Company.

Board recommendation

The Board recommends that shareholders vote in favour of Item 5.

ITEM 6 – AWARD OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER

Shareholder approval is sought for the award of up to 200,000 performance rights to the Chief Executive Officer (“CEO”), Ms Jane Hastings, under the Company’s long term incentive arrangements on the terms set out below.

Background and key terms of the Plan

The EVT Limited Executive Performance Rights Plan (the “Plan”) provides an incentive for executives to achieve above average performance over the medium to long term in the Group’s businesses, which will be reflected in higher Group earnings and growth rates. A summary of the material terms of the Plan has been attached at Annexure 1.

The Board believes that long term incentives form a key part of remuneration for executives and assist to align the interests of executives with the longer term interests of shareholders and has previously awarded long term incentives to certain senior executives on similar terms to those set out below. The Board considers that it is important that the remuneration of the CEO and members of the senior executive team, including any long term incentive, be on similar terms to ensure a co-ordinated and consistent approach.

Performance rights (“Rights”) are rights to receive shares in the Company in the future, subject to meeting performance hurdles specified by the Board. One ordinary share in the Company will be delivered to or for the benefit of the executive for each Right which vests.

The Company uses Rights because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest.

The Rights have no voting or dividend entitlements. Any dealing in respect of a Right is prohibited, unless the Board determines otherwise.

ASX Listing Rule 10.14 provides that a listed company must not issue securities to a director or an associate of a director of a listed company under an employee incentive scheme unless it obtains the approval of its shareholders. As Ms Hastings is a director of the Company, the proposed issue of Rights falls within ASX Listing Rule 10.14.1 and requires shareholder approval for the purposes of ASX Listing Rule 10.14.

Performance Hurdles

The performance criteria to apply to the award of Rights is based on earnings per share (“EPS”) growth of the Company as determined by the Board over a three-year period (the “Performance Period”).

The extent to which the performance hurdle has been met will be assessed by the Board at the conclusion of the Performance Period. The performance hurdles for this award of Rights will be based on the Company’s EPS growth over the Performance Period of the three years to 30 June 2026, with EPS performance measured against the year ended 30 June 2023.

The EPS hurdle requires that the Company’s EPS growth for the Performance Period must be greater than the target set by the Board. For the award of Rights with an EPS hurdle, the hurdle is as follows:

- (a) if annual compound EPS growth over the Performance Period is less than 5%, no Rights will vest;
- (b) if annual compound EPS growth over the Performance Period is equal to or greater than 5%, but less than 20%, the proportion of Rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- (c) if annual compound EPS growth over the Performance Period is equal to or greater than 20%, all of the Rights awarded will vest.

The Board retains the absolute discretion to vary the performance hurdles and criteria and to determine whether the performance criteria have been satisfied. Following the Board’s assessment at the end of the Performance Period, any Rights that remain unvested will automatically lapse.

Proposed award of Rights to Ms Hastings

Only executives are eligible to participate in the Company's long term incentive arrangements, which include the Plan. Ms Hastings is currently the Company's only executive director and accordingly, Ms Hastings is the only director entitled to participate in the Plan.

It is proposed that Ms Hastings be awarded a total of up to 200,000 Rights. The award number of 200,000 Rights is the maximum number of Rights that may be issued to Ms Hastings, and does not necessarily represent the number that will be issued.

The actual number of Rights awarded to Ms Hastings will be calculated in accordance with the following formula:

$$\text{Formula:} \quad X = \frac{\text{Y\% of Fixed Remuneration}}{P}$$

Where:

- X = total number of Rights awarded (up to the total maximum number of 200,000 Rights);
- Y = maximum long term incentive performance-based percentage, as approved annually at the Board's discretion. Ms Hastings' current maximum long term incentive performance-based percentage is 100%;
- Fixed Remuneration = cash or base salary, superannuation contributions and any salary sacrifice components. Ms Hastings' current Fixed Remuneration is \$1,709,000;
- P = the volume weighted average share price of the Company's shares over a 20 day trading period, as determined at the Board's discretion.

The face value of the Rights that may be awarded is 100% of Ms Hastings' fixed remuneration of \$1,709,000.

Ms Hastings will not be required to pay any consideration on issue of the Rights or when they vest. There is no loan to Ms Hastings in connection with the Rights. Subject to the ASX Listing Rules, the Board will make such adjustments to Ms Hastings' Rights as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to Ms Hastings resulting from any corporate action such as a capital raising, capital reconstruction, consolidation, subdivision, reduction or return.

If approved by shareholders, the Board will determine the timing of the award and the number of Rights awarded (based on the formula above and up to the maximum number approved by shareholders) following recommendations by the Nomination and Remuneration Committee and subject to the Group's senior executive remuneration policy. In any case, the Company will issue the Rights no later than 12 months after the Meeting.

If the proposed award is not approved by shareholders, the Board will consider alternative arrangements to appropriately remunerate and incentivise Ms Hastings.

Cessation of employment

If Ms Hastings' employment is terminated for cause, all of her unvested Rights will lapse, unless the Board determines otherwise. If Ms Hastings' employment is terminated for any other reason, the Rights will continue to be held by Ms Hastings' and will vest or lapse in accordance with the terms on which they were awarded, unless the Board determines otherwise.

In addition, the Board has discretion to determine that some or all of the unvested Rights will vest if there is a takeover, court ordered or member-approved compromise or arrangement or a proposed winding up of the Company or other similar event as outlined in the Plan. The Plan can be amended by the Board, subject to the ASX Listing Rules.

Where in the opinion of the Board, the CEO is in breach of her obligations to the Group, there is a material financial misstatement circumstance, or the Company is required by or entitled under law or Company policy to reclaim overpaid bonuses or payments from the CEO, the Board may determine a treatment such that the CEO does not obtain any unfair benefits.

Additional information provided in accordance with the ASX Listing Rules

The total number of Rights previously awarded to Ms Hastings under the Plan is 700,870. All of these Rights were awarded to Ms Hastings for no consideration as part of her remuneration. Of these, 33,295 Rights have vested, and 282,339 Rights have lapsed due to the relevant performance criteria not having been achieved. 385,236 Rights remain unvested at the date of this Notice of Meeting and will be subject to testing in respect of the relevant performance criteria following the respective Performance Periods.

In addition, 139,775 Rights have previously been awarded to Ms Hastings under the Recognition and Retention Incentive Award pursuant to the shareholder approvals obtained at the 2020 and 2021 Annual General Meetings. The Rights were awarded to Ms Hastings for no consideration as part of her remuneration.

Details of Ms Hastings' current total remuneration package are set out below:

Remuneration component	Amount
Fixed Remuneration	\$1,709,000
Short Term Incentive	Maximum of 115% of Fixed Remuneration
Long Term Incentive	Maximum of 100% of Fixed Remuneration

Further details of Ms Hastings' remuneration for the year ended 30 June 2023 are included within the remuneration report in the 2023 Annual Report.

Details of any Rights issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Board recommendation

Each of the non-executive directors of the Company recommends that shareholders vote in favour of Item 6.

PARTICIPATING VIA THE ONLINE PLATFORM

Shareholders and proxyholders may participate in the Meeting online at <https://meetnow.global/M44PLA2>. Shareholders and proxyholders may view the Meeting, vote, ask questions and make comments in writing or verbally and in real time using the online platform. To use the online platform you will require a computer, tablet or mobile device with an internet connection.

It is recommended that shareholders and proxyholders login to the online platform at least 15 minutes prior to the scheduled start time for the Meeting.

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

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chairman of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where they consider it appropriate, the Chairman of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, even if you plan to participate in the Meeting online, we encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot vote on the day.

ALTERNATIVE ARRANGEMENTS

If it becomes necessary or appropriate to make alternative arrangements for the holding, or conduct, of the Meeting (including changing the venue or implementing capacity limits) we will announce this on the Company's website at www.evt.com/investors and the ASX market announcements platform.

VOTING ENTITLEMENTS

Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Share Register at 7pm (Sydney time) on Wednesday 18 October 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlement to vote at the Meeting.

PROXIES AND CORPORATE REPRESENTATIVES

- A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company.
- A proxy may be an individual or body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
 - provides satisfactory evidence of the appointment of its corporate representative.If such evidence is not received prior to the Meeting, the body corporate (through its representative) will not be permitted to act as a proxy.
- A body corporate representative must present satisfactory evidence of his or her appointment prior to the Meeting, unless previously lodged with the share registry of the Company.
- All resolutions will be decided on a poll. On a poll, shareholders have one vote for every fully paid ordinary share held.
- If a shareholder is entitled to cast two or more votes, they may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. If it is desired to appoint two proxies, then shareholders should follow the instructions specified on the Proxy Form.
- If a shareholder appoints more than one proxy, both proxies may only exercise votes on a poll in respect of the shares or voting rights that they represent.
- A shareholder may appoint the Chairman of the Meeting as their proxy by nominating them in the Proxy Form. If a shareholder returns their Proxy Form but does not nominate the identity of their proxy, the Chairman of the Meeting will automatically be appointed as their proxy. If a shareholder returns their Proxy Form but their nominated proxy does not attend the Meeting, then their proxy will revert to the Chairman of the Meeting. If a shareholder's nominated proxy is either not recorded as attending the Meeting or does not vote on a resolution on a poll in accordance with the shareholder's directions, the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL ("KMP")

If a shareholder appoints a KMP (which includes each of the directors) or one of their closely related parties as their proxy, the proxy will not be able to cast the shareholder's votes on Items 2 and 6, unless the shareholder directs them how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for on Items 2 and 6, then by completing and submitting the Proxy Form the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy even though the relevant Item is connected with the remuneration of the KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of all Items of business.

SUBMITTING PROXY FORMS

The Proxy Form can be submitted to the share registry of the Company, Computershare Investor Services Pty Limited:

- by **mail** to Computershare Investor Services Pty Limited GPO Box 242, Melbourne, Victoria 3001 Australia;
- by **fax** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- **online** at www.investorvote.com.au; or
- **online** at www.intermediaryonline.com (for Intermediary Online subscribers only).

In order to be effective, Proxy Forms must be received no later than 48 hours before the commencement of the Meeting, that is ***no later than 10am (Sydney time) on Wednesday 18 October 2023***. If the appointment of a proxy is signed by the appointor's attorney, the original authority under which the appointment was signed or a certified copy of the authority must also accompany the Proxy Form (unless this has previously been provided to the share registry).

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the Corporations Act, shareholders as a whole will be given a reasonable opportunity at the Meeting to ask questions about or to make comments on the management of the Company or the Group.

Similarly, a reasonable opportunity will be given to shareholders as a whole to ask the Group's external auditor, KPMG, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Auditor's Report;
- (c) the accounting policies adopted by the Company and Group in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders and proxyholders may view the Meeting, vote, ask questions and make comments in writing or verbally in real-time using the online platform.

QUESTIONS AND COMMENTS BY SHAREHOLDERS SUBMITTED PRIOR TO THE MEETING

Shareholders and proxyholders may submit questions to the directors in advance of the Meeting by submitting an online question at www.investorvote.com.au or by mail to the Company Secretary, GPO Box 1609, Sydney NSW 2001. Written questions must be received no later than 5:00pm (Sydney time) on Friday 13 October 2023. The Chairman of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxyholders may also submit written questions to KPMG in advance of the Meeting at www.investorvote.com.au or by mail to the Company Secretary, GPO Box 1609, Sydney NSW 2001. Written questions for KPMG must be relevant to the content of the KPMG Independent Auditor's Report or the conduct of its audit of the Company or the Group's financial statements for the year ended 30 June 2023, and must be received no later than 5:00pm (Sydney time) on Friday 13 October 2023.

ANNEXURE 1 - SUMMARY OF MATERIAL TERMS OF THE PERFORMANCE RIGHTS PLAN

The information below has been provided in accordance with ASX Listing Rule 10.15.9.

1. **Award:** The Board may from time to time, and in its absolute discretion, award Rights to executives in accordance with the terms and conditions of the Plan and any applicable law. Rights generally will not vest with the executives unless and until the performance criteria specified by the Board at the time of the award of the Rights are satisfied.
2. **Entitlements:** The Rights will have no voting or dividend entitlements. The executive may not sell, assign, transfer or otherwise deal with or grant a security interest over Rights. Rights lapse immediately on any purported sale, assignment, transfer, dealing or grant of security interest unless the Board in its absolute discretion approves the dealing or transfer.
3. **Performance and Vesting Criteria:** The Board will stipulate in an award of Rights to the executive the performance criteria (or the “performance hurdles”) and other vesting conditions that must be satisfied before the Rights vest with the executive. The performance hurdle that the Board has determined will apply to the award of Rights in the year ending 30 June 2024 has been set out in the explanatory notes to Item 6.
4. **Satisfaction of Performance Criteria:** The Board must be satisfied in its absolute discretion that the performance criteria have been satisfied. Once the Board determines that the performance criteria have been satisfied, the Rights will vest with the executive and one ordinary share in the Company will be delivered to or for the benefit of the executive for each Right which has vested. The Company has discretion whether to arrange for shares to be delivered by way of a transfer (on or off market) or by way of a new issue of shares. Shares issued under the Plan will rank equally with those traded on the ASX at the time of issue.
5. **Reconstructions, bonus issues, rights issues and other corporate actions:** If there is a reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, a bonus issue or rights issue or other corporate action, then, subject to the ASX Listing Rules and at the Board’s discretion, the Rights may be adjusted or additional Rights may be granted to ensure that no material advantage or disadvantage accrues to the executive as a result of such corporate actions.
6. **Disposal Restrictions:** Any dealing in respect of a Right is prohibited, unless the Board determines otherwise. In the award terms, the Board may impose disposal restrictions on shares delivered to the executive in satisfaction of Rights which have vested. Such a disposal restriction may be enforced using either the Company’s Share Plan Trust or a holding lock administered by the Company’s share registry or in some other way. To the extent that disposal restrictions are imposed after Rights have vested, the executive will not be permitted to dispose of or otherwise deal with their shares but will be entitled to receive dividends and other shareholder entitlements.
7. **Lapse and Forfeiture:** Unless and until the Rights vest with the executive on satisfaction of the performance and vesting criteria, the Rights will be subject to certain forfeiture conditions. Unless otherwise determined by the Board, the executive’s Rights will lapse if:
 - (a) the specified Performance Criteria and other vesting conditions have not been met; or
 - (b) the executive is terminated for cause or commits a fraudulent or other dishonest act that would bring disrepute on the Company.

In addition, the Plan contains forfeiture and “clawback” provisions that the Board may apply in circumstances where an executive has breached their obligations to the Group, the Company is required by or entitled under law or Company policy to reclaim an overpaid bonus or other amount from the participant or the Board considers that the executive may otherwise receive an unfair or inappropriate benefit, for instance as a result of a material misstatement in the Company’s accounts.

8. **Cessation of employment:** Where an executive is terminated for cause their unvested Rights will lapse, unless the Board determines otherwise. If an executive ceases employment in any other circumstances, then, subject to the Board’s discretion, their unvested Rights will remain on foot subject to the original terms.
9. **Consideration:** An executive will not be required to make any payment for any Rights awarded or if their Rights vest.

10. **Takeover, scheme of arrangement and winding up:** In certain circumstances including a takeover bid, court ordered or member-approved compromise or arrangement or a proposed winding up of the Company, the Board may determine that some or all of a participant's unvested Rights vest having regard to all relevant circumstances.
11. **Termination:** The Plan may be terminated or suspended at any time by a resolution of the Board.
12. **Amendment:** Subject to the ASX Listing Rules, the Plan may be amended by resolution of the Board, provided there is no reduction of rights of executives in respect of Rights already awarded under the Plan, except where the amendment is to:
 - (a) comply with or conform to relevant present or future State, Territory or Commonwealth legislation;
 - (b) correct a manifest error or mistake; or
 - (c) enable the Company to comply with the Corporations Act, the ASX Listing Rules or any other applicable law.

The Plan allows for rules to be adopted that provide for the grant of awards on additional or modified terms in relation to executives in overseas jurisdictions to take account of local securities, exchange control or taxation laws or regulations or other applicable factors.



EVT Limited
ABN 51 000 005 103

Need assistance?

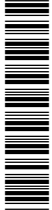


Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

EVT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



EVT Limited Annual General Meeting

The EVT Limited Annual General Meeting will be held on Friday, 20 October 2023 at 10:00am (Sydney time). You are encouraged to participate in the meeting using the following options:



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/M44PLA2>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Event Cinemas, 505-525 George Street, Sydney, NSW 2000

ACCESS THE MEETING DOCUMENTS ONLINE

Access the Notice of Meeting and other meeting documents at:
<https://www.evt.com/investors>

If you require a hard copy of the Notice of Meeting, please contact Computershare using the details above.



MAKE YOUR VOTE COUNT

You are encouraged to participate in the meeting using the following options:
To lodge your proxy online visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 10:00am (Sydney time) on Wednesday, 18 October 2023.

For information about your communication options, please visit <https://www.evt.com/investors> or contact Computershare.



EVT Limited
ABN 51 000 005 103

EVT

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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 855 080 (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 **10:00am (Sydney time)** on **Wednesday, 18 October 2023**.

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.

Voting restrictions for Key Management Personnel (KMP): Please note that if you appoint a member of the KMP (which includes each of the directors) or one of their closely related parties as your proxy, they will not be able to cast your votes on Items 2 or 6, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Items 2 or 6, then by completing and submitting the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the relevant Item, even though the Item is connected with the remuneration of the KMP.

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 share 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:

XX

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: 999999
SRN/HIN: I9999999999
PIN: 99999

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.

For information about your communication options, please visit <https://www.evt.com/investors> or contact Computershare.

MR SAM SAMPLE
FLAT 123
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SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of EVT 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 EVT Limited to be held at Event Cinemas, 505-525 George Street, Sydney, NSW 2000 and online at <https://meetnow.global/M44PLA2> on Friday, 20 October 2023 at 10:00am (Sydney time) 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 Items 2 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 6 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 an Item 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
Item 2	To adopt the remuneration report for the year ended 30 June 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To elect Mr Brett David Chenoweth as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To re-elect Ms Valerie Anne Davies as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of the Renewal of the Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Award of Performance Rights to the Chief Executive Officer	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

EVT

3 0 1 6 5 5 A



Computershare

