



ASX ANNOUNCEMENT

FOR IMMEDIATE RELEASE TO THE MARKET

PPK Group Limited – ASX Code: PPK

Friday 20 October 2023

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

PPK Group Limited (ASX Code: PPK) is pleased to provide its Notice of Annual General Meeting which is to be held on Thursday 23 November 2023.

This announcement has been made and authorised by the PPK Group Board

Robin Levison

Chairman of PPK Group Limited

On 07 3054 4500

PPK GROUP LIMITED

ABN: 65 003 964 181

Level 13, 120 Edward St, Brisbane QLD 4000

GPO Box 754, Brisbane Qld 4001

Tel: +61 7 3054 4500 Fax: +61 7 3054 4599



PPK Group Limited
ACN 003 964 181

Notice of Annual General Meeting and Explanatory Statement

2023 Annual Report:

<https://www.ppkgroup.com.au/site/investor-center/annual-reports>

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This Notice of Meeting and the accompanying Explanatory Statement should be read in their entirety.

If, as a Shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the annual general meeting (**AGM**) of PPK Group Limited (the **Company**) will be held at 11:00 am (Brisbane time) on **Thursday 23 November 2023** as a hybrid meeting. The physical component of the AGM will be held at:

The Brisbane Club
241 Adelaide Street
Brisbane, QLD 4000

IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING

While the worst of the COVID-19 pandemic now appears to be over, the Company believes that the inclusion of a 'virtual' component offers Shareholders a greater opportunity to participate. As such, the AGM will be conducted as a hybrid meeting, accessible both in person and through an online meeting platform powered by Computershare. Shareholders will be able to watch, listen and vote online at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the meeting. Questions must relate to the resolutions to be considered at the meeting and must be submitted by email to the Company Secretary at co.sec@ppkgroup.com.au. All questions for the Company (other than those for the Auditor, discussed further below) must be received no later than 5 pm (Brisbane time) on **Monday 20 November 2023**.

The Chairman or Chief Executive Officer will endeavour to present answers to these questions at the meeting. In the alternative, the Company Secretary will respond directly to your questions by email.

Details on how the virtual meeting can be accessed are set out in the online meeting guide accessible at www.computershare.com.au/virtualmeetingguide.

The Meeting ID is: <https://meetnow.global/MA4DKQD>

POSTPONEMENT / ADJOURNMENT / FUTURE ALTERNATIVE ARRANGEMENTS

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether, and how, the AGM should proceed in the event that this happens. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected.

Where he considers it appropriate, the Chairman may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by no later than 48 hours prior to the AGM, even if they plan to attend online.

In the event of the need to postpone or adjourn the AGM, the Company will provide an update on the ASX platform and via its website at www.ppkgroup.com.au.

ITEMS OF BUSINESS

1. Receipt of the Financial Report for the year ended 30 June 2023

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023.

2. Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2023 be adopted.”

3. Re-elect Mr Glenn Molloy as a Director of the Company

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

“That Mr Glenn Molloy, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

4. Renewal of proportional takeover approval provisions

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

“That for the purposes of sections 136(2), 648D and 648G of the Corporations Act, and for all other purposes, approval is given for the proportional takeover approval provisions in Article 15 of the Constitution of the Company to be renewed for a period of three years commencing on the day this resolution is passed.”

5. Modification of existing constitution – fully virtual meetings

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

“That, for the purposes of sections 136(2) and 249R of the Corporations Act and for all other purposes, approval is given for the amendment of the Company’s Constitution as set out in the Explanatory Statement commencing on the day this resolution is passed.”

VOTING EXCLUSIONS

Shareholders are strongly encouraged to vote by submitting their proxy prior to the meeting as set out in more detail in the attached Proxy Form.

The Company will disregard any votes cast in favour of the resolution (as set out in the table below) by or on behalf of:

- the named person or class of persons excluded from voting (as set out in the table below); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- 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.

Item	The named person or class of persons excluded from voting
2. Remuneration Report	<p>The Company will disregard any votes cast on Item 2:</p> <ul style="list-style-type: none">• by or on behalf of a member of the key management personnel of the Company (KMP) (as defined in section 9 of the Corporations Act) details of whose remuneration are included in the Remuneration Report; or• by or on behalf of a closely related party (as defined in section 9 of the Corporations Act) of a member of the KMP; or• as a proxy or attorney by a member of the KMP or a KMP's closely related party. <p>However, a vote may be cast by a KMP or closely related party of the KMP if the proxy or attorney appointment is in writing and either:</p> <ul style="list-style-type: none">• it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the proxy form; or• it is cast by the Chair as proxy for a person who is entitled to vote, and the appointment does not specify the way the proxy is to vote on Item 2 and expressly authorises the Chairman to exercise the proxy, even though the resolution is connected directly or indirectly with the remuneration of the KMP for the Company. <p>The Chairman intends to vote undirected proxies in accordance with the Director's recommendation on this resolution set out below.</p>
3. Re-elect Mr Glenn Molloy	That Director or his associates.
4. Renewal of proportional takeover approval provisions	Nil.
5. Modification of existing constitution – fully virtual meetings	Nil.

Dated at Brisbane, on the 20th day of October 2023.

A handwritten signature in blue ink, appearing to read 'Will Shiel', written in a cursive style.

By order of the Board
Will Shiel
Company Secretary

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the Corporations Act, the Directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 48 hours prior to the AGM.

Voting on all resolutions will be conducted by a poll.

Resolutions will only be passed if the relevant percentage of votes cast by Shareholders entitled to vote on the resolution are cast in favour of the resolution, namely:

- in the case of ordinary resolutions, 50% of votes cast; or
- in the case of special resolutions only, 75% of votes cast.

Unless expressly stated, all resolution are ordinary resolutions.

Shareholders may vote at the AGM in one of three ways:

- in advance of the AGM, by direct voting or by appointing a proxy (preferably the Chairman) no later than 48 hours prior to the AGM. The Company recommends that Shareholders do this in case of technical difficulties at the AGM;
- in person at the AGM; or
- live and online during the AGM, using the Computershare platform.

2023 ANNUAL REPORT:

The 2023 Annual Report is available on the Company's website:

<https://www.ppkgroup.com.au/site/investor-center/annual-reports>

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form, should be used to appoint each proxy; and
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- If a Shareholder's appointed proxy does not attend the AGM, then the proxy appointment will automatically default to the Chairman. In addition, any directed proxy appointments that do not vote on a poll will automatically default to the Chairman, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).

- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the Shares are held by one individual, by that Shareholder; or
 - (ii) if the Shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form); or
 - (ii) in the case of any other company by either two directors or a director and secretary.
 The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours prior to the AGM. Proxy forms and appointments received later than the above time will be invalid.

You may make your proxy appointment on-line at www.investorvote.com.au.

If you have any problems accessing the on-line service, please contact the Company's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Alternatively, you may complete and sign a proxy form and return by:

(a) mail to:

Computershare Investor Services Pty Limited.
GPO Box 242
Melbourne Victoria 3001
Australia

(b) facsimile : on 1 800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia).

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

Your proxy must be received by 11:00 am (Brisbane time) on **Tuesday 21 November 2023**. Proxy forms and appointments received later than the above time will be invalid.

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and 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.

ITEM 1: Financial Report – Year ended 30 June 2023

The Corporations Act requires the Financial Report (which includes the financial statements and the Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled for discussion at the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Report.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2023 and the Company's performance generally. A representative of the Auditor (Ernst & Young) will be attending the AGM.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the AGM provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All questions must be sent by email to the Company Secretary at co.sec@ppkggroup.com.au and must not be sent directly to the Auditor. The Company will then forward all questions to the Auditor. All written questions for the Auditor must be received by the Company no later than 11am on **Thursday 16 November 2023**.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

ITEM 2: Remuneration Report

The Directors' Report for the year ended 30 June 2023 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election (a **Spill Resolution**). If more than 50% of the votes cast on the Spill Resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2022 Annual General Meeting, the votes cast against the Remuneration Report considered at that meeting were less than 25%.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Subject to the voting exclusions set out in this Notice of Meeting, the Chairman intends to vote undirected proxies in favour of this resolution.

ITEM 3: Re-election of Mr Glenn Molloy as a Director of the Company

Member of the PPK Group Limited Board since listing on 21 December 1994.

Chairman of the Audit Committee from 14 August 2017 to 21 December 2021. Member of the Audit Committee from 21 December 2021 until 30 June 2022.

Founder of the former entity Plaspak Pty Limited in 1979, appointed Executive Director in September 2009. Glenn Molloy founded the former entity Plaspak Pty Ltd in 1979 and has acted as a director of PPK since that time.

He has extensive experience on public company boards, and in advising publicly listed and private entities on commercial aspects of mergers, acquisitions and divestment activities. He is Executive Chairman of PPK's unlisted subsidiaries BNNT Technology Pty Ltd and White Graphene Limited, and a Non-Executive Director of PPK's related companies BNNT Precious Metals Pty Ltd, 3D Dental Technology Pty Ltd, PowerPlus Energy Pty Ltd, Ballistic Glass Pty Ltd and Craig International Ballistics Pty Ltd.

Other listed public company directorships held in the last 3 years: Nil.

Directors' recommendation

The Board (Mr Molloy abstaining) recommends that Shareholders vote in favour of this resolution.

Subject to the voting exclusions set out in this Notice of Meeting, the Chairman intends to vote undirected proxies in favour of this resolution.

ITEM 4 - Renewal of proportional takeover approval provisions

Article 15 of the Constitution of the Company provides that the Company must not register a transfer of shares which would give effect to a takeover contract, resulting from the acceptance of an offer made under a proportional takeover bid in respect of a class of shares, unless Shareholders, in a general meeting, approve the offer.

Under section 648G of the Corporations Act and Article 15.4 of the Constitution, those provisions cease to have effect at the end of three years from when they were adopted or from the date that they were last renewed. The Constitution of the Company was adopted on 26 November 2019 and, accordingly, those provisions have now expired.

The proposed resolution seeks to renew the provisions of Article 15 of the Constitution for a further period of three years.

Nature of proposed resolution

This resolution is a special resolution, meaning at least 75% of the votes cast by Shareholders entitled to vote must be received in favour of the proposed resolution.

If passed, the provisions expire after three years, unless renewed by another special resolution of Shareholders.

Purpose of resolution

A proportional takeover bid is one where an offer is made to each Shareholder to acquire a specified proportion of their shareholding (being less than 100%).

Section 648D of the Corporations Act permits a company to provide in its constitution that if a proportional takeover bid is made for the Company, Shareholders must vote at a general meeting whether or not to accept the offer.

The Board's reasons for proposing the resolution are as follows:

- an 'approving resolution' can ensure that any bidder pays an adequate and appropriate amount for gaining control;
- an 'approving resolution' can prevent Shareholders being left with a minority interest in the Company; and
- the Board believes that the advantages outweigh the disadvantages, as discussed below.

Effect of proposed resolution

If the resolution passes, the Directors will be required to call a Shareholder vote on any proportional takeover bid received within the next three years.

If a proportional takeover bid is made, the Directors must ensure that Shareholders vote on an 'approving resolution' to approve the bid before the 'approving resolution deadline', being at least 14 days before the last day of the bid period or a later date allowed by Australian Securities and Investments Commission. The vote is an ordinary resolution, i.e. it is decided on a simple majority. The bidder and its associates are not allowed to vote.

If the resolution does not pass, the Directors will not be required to call such a vote if a proportional takeover bid is received because the provisions in Article 15.4 of the Constitution have expired.

For completeness, the proportional takeover approval mechanisms do not apply to full takeover bids.

Advantages and disadvantages for the Directors and Shareholders

The Directors do not consider that the proportional takeover approval provisions have any potential advantages or disadvantages for them (other than in their capacity as Shareholders). While the Directors would be able to ascertain the views of Shareholders on a proportional takeover bid, the Directors would remain free to decide whether or not to recommend the bid.

No takeover bids (proportional or otherwise) have been received for the Company since listing. As such, there are no actual examples against which to assess the advantages and disadvantages.

The Board believes that the potential advantages for Shareholders are as follows:

- they are given a 'say' in whether the proportional takeover bid should proceed;
- the provisions may discourage opportunistic proportional takeover bids;
- the provisions may prevent a Shareholder from being 'locked in' as a minority holder;
- the provisions may encourage a potential bidder to structure a proportional takeover bid so as to be attractive to a majority of Shareholders; and

- the provisions may prevent control of the Company passing at below fair value, namely without an appropriate premium for control.

The Board believes that the potential disadvantages for Shareholders are as follows:

- the uncertainty created by the provisions may discourage any proportional takeover bids, including those which would have otherwise been acceptable to a majority of Shareholders;
- Shareholders may lose the ability to sell their Shares at what they regard as a premium; and
- the associated delays, costs and inconvenience of convening a general meeting to consider the proposed resolution.

Directors' recommendation and confirmation

As at the date of this NOM, none of the Directors are aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

The Board recommends that Shareholders vote in favour of the proposed special resolution.

The Chairman of the meeting for this item of business intends to vote undirected proxies in favour of this resolution.

ITEM 5 - Modification of existing constitution – fully virtual meetings

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its Constitution by special resolution. Accordingly, the Company seeks Shareholder approval by special resolution to amend its Constitution as set out below.

Nature of proposed changes - notice of meeting

Insert new clause 16.3(d) as follows:

“Unless the law provides otherwise:

- i) a notice of general meeting and instrument of proxy need not be provided physically in writing;*
- ii) a notice of general meeting and instrument of proxy may be provided to Shareholders using one or more technologies to communicate the contents; and*
- iii) a notice of general meeting and instrument of proxy may be provided to Shareholders using one or more technologies to communicate details of an online location where they can be viewed or downloaded.”*

Purpose of proposed changes – notice of meeting

The *Corporations Amendment (Meetings and Documents) Act 2022* (Cth) permits a notice of meeting and any other information provided with that notice to be communicated using technology. For example, an entity may send its shareholders an email setting out or attaching a notice of meeting and other material relating to that notice of meeting (for example, a proxy form). Alternatively, an entity may send an email to its shareholders with a link to where the notice and other materials can be viewed or downloaded. In circumstances where the entity does not have the email address for certain shareholders, the entity may send a letter or postcard setting out a URL for viewing or downloading the notice and other materials.

Shareholders may elect to receive documents in a physical form or electronically and the Company must provide that member with the documents in the form based on the Shareholder's election (unless it falls under ASIC's emergency power to grant relief).

It is desirable that the Company continues to have the ability to make notices of meeting and proxy forms available in this manner.

Nature of proposed changes – virtual meetings

Insert new definition of “Virtual Meeting Technology” in Article 1.1 of the Constitution to read as follows:

*“**Virtual Meeting Technology**” means in terms of section 249S of the Corporations Act, an instantaneous audio-visual communication device or similar form of technology which, by itself or in conjunction with other arrangements:*

- a) gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate in proceedings in the main place without being physically present in the same place;*
- b) enables the Chairman of the General Meeting to be aware of proceedings in the other place(s); and*
- c) enables the Shareholders in the separate meeting place(s) to vote on a show of hands or on a poll.”*

Amend and replace Article 16.6(b) of the Constitution as follows:

“16.6(b) Hybrid and Virtual Meetings

- i) Virtual Meeting Technology may be used in holding a general meeting either on its own without a main place of attendance (virtual meeting) or by linking several meeting places to the main place of the general meeting (hybrid meeting).*
- ii) The Chairman of the General Meeting may arrange for any persons attending the general meeting (including persons whom the Chairman of the General Meeting considers cannot be accommodated in the place where the meeting is notified to take place) to attend the meeting from one or more separate places using any Virtual Meeting Technology.*
- iii) If a separate place is linked to the notified place of a general meeting by Virtual Meeting Technology, a Shareholder present at the separate place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the notified place.*
- iv) Where the general meeting is held by Virtual Meeting Technology without a main place of attendance, the place of meeting is deemed to be the registered office of the Company and the time of meeting is taken to be the time at the registered office of the Company.*
- v) If, before or during the general meeting, any technical difficulty occurs affecting Virtual Meeting Technology and impairing Members’ rights under section 249S of the Act, the Chairman of the General Meeting may adjourn the general meeting until the difficulty is remedied.*
- vi) Where the general meeting is held by Virtual Meeting Technology, a resolution put to the vote at the general meeting must be decided on by a poll.*
- vii) Nothing in this clause is to be construed to limit the powers conferred on the Chairman of the General Meeting by law.”*

Purpose of proposed changes – virtual meetings

Article 16.6 of the Company’s Constitution envisages general meetings of Shareholders will be held at one or more physical locations and may include an audio-visual link (a hybrid meeting).

Section 249R of the Corporations Act allows a general meeting of Shareholders to be held physically, as a hybrid, or if expressly permitted by the entity’s constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting).

Given the number of Shareholders and the increasing familiarity with virtual meetings, the Company proposes to amend its Constitution to permit the holding of virtual general meetings. The Board believes that the proposed amendments will allow greater flexibility in the conduct of its general meetings.

Directors' recommendation

The Board recommends that Shareholders vote in favour of the proposed special resolution.

The Chairman of the meeting for this item of business intends to vote undirected proxies in favour of this resolution.

GLOSSARY

A\$ or \$ means the lawful currency of the Commonwealth of Australia.

ASX means ASX Limited (ACN 008 624 691), or the financial market operated by it, as the context requires.

Board means the Board of Directors of the Company unless the context indicates otherwise.

Constitution means the constitution of the Company, as amended from time to time.

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

Director means a director of the Company.

Notice of Meeting means this Notice of Annual General Meeting and Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Share Registry or Computershare means Computershare.



ABN 65 003 964 181

PPK

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (Brisbane time) Tuesday, 21 November 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.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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: I999999999

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.

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
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 PPK Group Limited hereby appoint

☐ the Chairman of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PPK Group Limited to be held at The Brisbane Club, 241 Adelaide Street, Brisbane, QLD 4000 and online via <https://meetnow.global/MA4DKQD> on Thursday, 23 November 2023 at 11:00 am (Brisbane 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 Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is 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 Item 2 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
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-elect Mr Glenn Molloy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Renewal of proportional takeover approval provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Modification of existing constitution – fully virtual meetings	<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