



**ep&t global**

ENVIRONMENT | PROPERTY | TECHNOLOGY

# Notice of Annual General Meeting and Explanatory Memorandum

**EP&T Global Limited**

ACN 645 144 314

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**Date:** 29 November 2023

**Time:** 4.00pm (AEDT)

**Place:** At the offices of Hamilton Locke Level 42, Australia Square, 264 George Street, Sydney NSW 2000 and online at <https://web.lumiagm.com/385664592>

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting of  
EP&T Global Limited ACN 645 144 314 (the **Company**)  
will be held at the offices of: Hamilton Locke Level 42, Australia Square, 264 George Street, Sydney NSW 2000  
and online at <https://web.lumiagm.com/385664592>  
on 29 November 2023 at 4.00pm (AEDT)

### BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

#### Ordinary Business

#### FINANCIAL AND RELATED REPORTS

Agenda Item	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2023.

#### ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2023 Annual Report and is available from the Company's website ( <a href="http://www.eptglobal.com/investor-centre">www.eptglobal.com/investor-centre</a> ). In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following Resolution as an <b>advisory resolution</b> :  <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2023 be adopted."</i>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution:</p> <ul style="list-style-type: none"><li>• by or on behalf of a member of Key Management Personnel (<b>KMP</b>) named in the Remuneration Report for the year ended 30 June 2023, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and</li><li>• as a proxy by a member of the KMP at the date of the Meeting, or that KMP's Closely Related Party.</li></ul> <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution:</p> <ul style="list-style-type: none"><li>• in accordance with the directions of how to vote on the Proxy Form; or</li><li>• by the Chairman pursuant to an express authorisation on the Proxy Form.</li></ul>

## ELECTION OF DIRECTOR

Resolution 2	Election of Mr Richard Doyle as Director
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b>:</p> <p><i><b>"THAT</b> Mr Richard Doyle, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 47(c) of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."</i></p>

## RE-ELECTION OF DIRECTOR

Resolution 3	Re-election of Mr Jonathan Sweeney as Director
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b>:</p> <p><i><b>"THAT</b> Mr Jonathan Sweeney, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 47(a) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i></p>

## RE-ELECTION OF DIRECTOR

Resolution 4	Re-election of Mr Keith Gunaratne as Director
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b>:</p> <p><i><b>"THAT</b> Mr Keith Gunaratne, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 47(a) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i></p>

## APPROVAL TO ISSUE OPTIONS TO THE CEO

Resolution 5	Approval To Issue Options to the CEO
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b>:</p> <p><i><b>"THAT</b> for the purpose of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 5,000,000 Options to Mr John Balassis, Executive Director and CEO of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Balassis and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of John Balassis or those persons.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p>

	<p>(a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(b) The Chairman 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</p> <p>(c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul>
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## PROPORTIONAL TAKEOVER PROVISIONS

Resolution 6	Renewal of Proportional Takeover Provisions
Resolution (Special)	<p>To consider and, if thought fit, pass the following Resolution as a <b>special resolution</b>:</p> <p><i><b>"THAT</b> with effect from the close of the Meeting and in accordance with section 648G of the Corporations Act, the Proportional Takeover Provisions set out in clauses 79 and 80 of the Constitution, be renewed for a period of three years."</i></p>

Dated: 27 October 2023

**By order of the Board of EP&T Global Limited**

**Laura Newell**  
Company Secretary

## QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Grant Thornton Australia, in relation to the conduct of the external audit for the year ended 30 June 2023, or the content of its audit report. Please send your questions to:

The Company Secretary, **EP&T Global Limited**, at BoardRoom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000

E. [company.secretary@boardroomlimited.com.au](mailto:company.secretary@boardroomlimited.com.au)

Written questions must be received by no later than **5.00pm (AEDT) on 22 November 2023**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

## VOTING INFORMATION

### Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) **certified** copy

of that power of authority by **4.00pm (AEDT) on 27 November 2023**:

**Online** [www.votingonline.com.au/epxagm2023](http://www.votingonline.com.au/epxagm2023)

**By post** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

**By personal delivery** BoardRoom Pty Limited  
Level 8  
210 George Street  
Sydney NSW 2000

**By facsimile** +61 9290 9655

### Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that Shares in the Company which are on issue at **7.00pm (AEDT) on 27 November 2023** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

### Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairman of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the Resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chairman to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1 and Resolution 5. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1 and Resolution 5. If you wish to appoint the Chairman as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Jonathan Sweeney, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1 and Resolution 5, he will not vote your proxy on that item of business.

## **Virtual participation**

In accordance with the clause 28(a) of the Constitution, and to facilitate Shareholder participation, the Chairman has determined that Shareholders will have the opportunity to participate in the AGM through an online platform.

Shareholders who wish to participate in the AGM virtually may do so from their computer or mobile device, by entering the URL in their browser: <https://web.lumiagm.com/385664592>

If you choose to participate in the AGM virtually, you can log in to the Meeting by entering:

- the meeting ID for the online AGM, which is 385-664-592
- your username is your Boardroom Voting Access Code (VAC), which is located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

Shareholders will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX.

## **Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 24 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

# EXPLANATORY MEMORANDUM TO NOTICE OF 2023 ANNUAL GENERAL MEETING

## FINANCIAL AND RELATED REPORTS

Item 1	Financial and related reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2023 to be laid before the Company's 2023 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of EP&amp;T Global Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2023 Annual Report is available from the Company's website (<a href="http://www.eptglobal.com/investor-centre">www.eptglobal.com/investor-centre</a>).</p> <p>The Chairman will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Grant Thornton Australia, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Grant Thornton Australia in relation to the conduct of the audit.</p>

## ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report and is available from the Company's website (<a href="http://www.eptglobal.com/investor-centre">www.eptglobal.com/investor-centre</a>).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> <li>▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> <li>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer.</li> </ul> <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Consequences	<p>Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (<b>Spill Resolution</b>).</p> <p>If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (<b>Spill Meeting</b>) within 90 days of the second</p>

	<p>annual general meeting, at which all of the Directors (other than a managing director) of the Company, would need to stand for re-election.</p> <p>Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.</p> <p>At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is therefore not relevant for this Annual General Meeting.</p> <p>Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of Resolution 1, subject to compliance with the Corporations Act.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this Resolution, as set out in the Notice.
<b>Board Recommendation</b>	As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this Resolution.
<b>Chairman's available proxies</b>	The Chairman intends to vote all available proxies in favour of this Resolution.

## ELECTION OF DIRECTOR

<b>Resolution 2</b>	<b>Election of Mr Richard Doyle as Director</b>
<b>Explanation</b>	Clause 47(c) of the Constitution and ASX Listing Rule 14.4 requires that a Director that was appointed by the Board to fill a casual vacancy must retire at the next annual general meeting occurring after that appointment and is eligible for re-election at that meeting. In accordance with this, Mr Richard Doyle will retire and being eligible, seeks election.
<b>About Mr Richard Doyle</b>	<p>Mr Richard Doyle was appointed to the Board of the Company on 1 December 2022. Mr Doyle is a corporate advisor to Magnetar Capital Limited, a major shareholder of the Company and is a non-independent Non-Executive Director of the Company.</p> <p>Mr Doyle has extensive experience in providing strategic corporate and legal advice to large and medium sized companies. He is currently a principal of Doyle Corporate Pty Ltd, a corporate law firm. He is also the group general counsel of StayWell Holdings Pty Limited, a large hotel management company which operates in 10 countries internationally. Mr Doyle was a co-founder and director of StayWell from start-up until its sale to Prince Hotels, the largest hotel company in Japan. Mr Doyle is also the chair of the Tourism Accommodation Association NSW. Mr Doyle is a former partner of Baker &amp; McKenzie law firm, with extensive exposure to a cross section of clients in the tourism, finance and property industries.</p>
<b>Board Recommendation</b>	The Board, with Mr Doyle abstaining, recommends that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman intends to vote all available proxies in favour of this Resolution.



## RE-ELECTION OF DIRECTORS

Resolutions 3 & 4	Re-election of Mr Jonathan Sweeney & Mr Keith Gunaratne as Directors
<b>Explanation</b>	Clause 47(a) of the Constitution and ASX Listing Rule 14.4 requires that a Director must retire from office no later than the longer of the third annual general meeting of the Company or three years following the Director's last election or appointment. In accordance with this, Mr Sweeney and Mr Keith Gunaratne will retire and being eligible, seek re-election.
<b>Resignation of Directors</b>	The Board has been notified that it will receive from Mr Jonathan Westaby Sweeney and Mr Keith Kashyapa Gunaratne (each a <b>Resigning Director</b> and together the <b>Resigning Directors</b> ) executed irrevocable resignation letters ( <b>Resignations</b> ) which are conditional, and will become effective, upon the earlier to occur of: (a) the appointment of a new chairperson of the Board ( <b>New Chair</b> ); and (b) 30 April 2024 (either (a) or (b), the <b>Trigger Event</b> ). The Board will resolve to accept the Resignations subject to and conditional upon the Trigger Event. Along with appropriate documentation between the Company and relevant parties, an appropriate announcement will be made to the ASX and relevant notifications will be made to ASIC (including a Form 484) and the ASX (including Appendix 3Z) to reflect the Resignations following the Trigger Event.
<b>Appointment of New Chair</b>	The Board is in the process of identifying an appropriate person to act as New Chair. Following confirmation of the identity of the New Chair, the New Chair will provide the Board with a consent to act as director of the Company, the Board will resolve to accept the consent to act and to appoint the New Chair and will approve all other relevant matters (including the terms of any non-executive services agreement). An appropriate ASX announcement will be made and relevant notifications will be made to ASIC (including a Form 484) and the ASX (including Appendix 3X).
<b>About Mr Jonathan Sweeney</b>	<p>Mr Jonathan Sweeney was appointed to the Board of the Company on 19 March 2021. Mr Sweeney is the Chairman and an independent Non-Executive Director of the Company.</p> <p>Mr Sweeney has worked in financial services for 36 years. He was the managing director of Trust Company (now part of Perpetual) from 2000 till 2008. He then co-founded Equity Real Estate Partners in mid-2009 that back door listed into Folkestone (now part of Charter Hall) where he became Folkestone's COO until he left in early 2013.</p> <p>Mr Sweeney is currently a non-executive director of BT Funds Group, Dexis Asset Management, the Australian Davis Cup Tennis Foundation, a member of Perpetual Superannuation Ltd's Investment Committee and Chairman of Perpetual Private's Investment Committee. Mr Sweeney was previously chairman of 8IP Emerging Companies Ltd from 2015 to 2021 and a non-executive director of Velocity Rewards Pty Ltd from 2014 to 2021.</p>
<b>About Mr Keith Gunaratne</b>	<p>Mr Keith Gunaratne was appointed to the Board of the Company on 15 October 2020. Mr Gunaratne is the main beneficiary of Magnetar Capital Limited, a major shareholder of the Company and is an Executive Director of the Company.</p> <p>Mr Gunaratne founded the Company in 1993. He has been involved in developing energy conservation technologies for over 21 years and has extensive experience applying these technologies to the commercial, retail and industrial sectors.</p>
<b>Board Recommendation</b>	The Board, with Mr Sweeney & Mr Gunaratne abstaining from the relevant Resolution, recommends that Shareholders vote in favour of both Resolution.
<b>Chairman's available proxies</b>	The Chairman for each Resolution intends to vote all available proxies in favour of these Resolution.

## APPROVAL TO ISSUE OPTIONS TO THE CEO

Resolutions 5	Approval to Issue Options to the CEO
<b>Explanation</b>	As announced on 20 December 2022, John Balassis was appointed as the Chief Executive Officer ( <b>CEO</b> ) of the Company with effect from 1 January 2023. The announcement released to the ASX on 20 December 2022 contained details of Mr Balassis' service agreement and remuneration which included the long-term incentive offer of 5,000,000 options. Shareholder approval is being sought for the issue of these options to Mr Balassis ( <b>Options Issue</b> ).
<b>Summary of the key terms of Mr Balassis' service agreement</b>	<ol style="list-style-type: none"> <li>1. <b>Commencement Date:</b> 1 January 2023</li> <li>2. <b>Term:</b> 18 months</li> <li>3. <b>Remuneration:</b> <ol style="list-style-type: none"> <li>a. <b>Fixed remuneration:</b> \$250,000, plus statutory superannuation</li> <li>b. <b>Short-Term incentive:</b> 50% of Fixed Remuneration, subject to the achievement of key performance targets</li> <li>c. <b>Long-Term incentive:</b> An Options grant of 5,000,000 ordinary shares, with the following hurdle and vesting schedule and conditions: <ol style="list-style-type: none"> <li>i. 2,000,000 on the 12-month anniversary of the Commencement Date, with an exercise price at \$0.06 per share, and once vested, with an expiry date of 31 December 2027.</li> <li>ii. 1,500,000 on the 24-month anniversary from the Commencement Date, with an exercise price of \$0.15 per share, and once vested with an expiry date of 31 December 2028</li> <li>iii. 1,500,000 on the 36-month anniversary from the Commencement Date, with an exercise price per at \$0.25 per share and once vested with an expiry date of 31 December 2028.</li> <li>iv. The Shares will all vest provided John Balassis undertakes the role of CEO for 12 months and upon stepping aside as CEO, does so under 'good leaver' provisions (to be agreed with the Company).</li> <li>v. Should John Balassis cease to be in the role for less than 12 months, vesting in part or whole of any part of the Long-Term incentive, is at the discretion of the Board.</li> <li>vi. The above Long Term incentive Options grant is subject to Shareholder approval.</li> </ol> </li> </ol> </li> <li>4. <b>Notice Period:</b> 3 Months-notice period</li> <li>5. <b>Restrictive covenant:</b> 12 months post-employment for a competing business.</li> </ol>
<b>ASX Listing Rule 10.11</b>	<p>ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approvals.</p> <p>A person in a position of influence for the purposes of ASX Listing Rule 10.11 includes:</p> <ol style="list-style-type: none"> <li>a) a related party;</li> <li>b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;</li> <li>c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;</li> <li>d) an associate of a person referred to in (a) to (c) above; and</li> </ol>

	<p>e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.</p> <p>A "related party" for the purposes of the Corporations Act and the ASX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.</p> <p>Mr Balassis is a Director and therefore is a "related party" of the Company under ASX Listing Rule 10.11.1.</p> <p>The proposed Options Issue does not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore requires the approval of the Shareholders under ASX Listing Rule 10.11.</p> <p>If the Resolution is passed, the Company will be able to proceed with the proposed Options Issue. If the Resolution is not passed, the Company will not be able to proceed with the proposed Options Issue. In that circumstance, issues may arise with the competitiveness of Mr Balassis' total remuneration package. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long-term incentive subject to the risk of forfeiture, performance conditions and performance period.</p>						
<b>Chapter 2E of the Corporations Act</b>	<p>Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:</p> <ul style="list-style-type: none"> <li>a) the giving of the financial benefit falls within one of the exceptions to the provisions; or</li> <li>b) Shareholder approval is obtained prior to the giving of the financial benefit.</li> </ul> <p>As explained above Mr Balassis is a "related party" of the Company. Also, the proposed Options Issue (which are equity securities, for the purposes of the Chapter 2E of the Corporations Act) constitute the giving of a financial benefit.</p> <p>The Directors carefully considered the proposed issue of Options to Mr Balassis (with Mr Balassis abstaining) and formed the view that the giving of this financial benefit fell under the exception of "reasonable remuneration" as set out in section 210 of the Corporations Act.</p> <p>Therefore, the proposed issue of Options requires Shareholder approval under and for the purposes of ASX Listing Rule 10.11 only.</p>						
<b>Specific information required by ASX Listing Rule 10.13</b>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided in relation to the Resolution:</p> <table> <tr> <td><b>Recipients and Category under ASX Listing Rule 10.11</b></td><td>Mr John Balassis – Executive Director and CEO</td></tr> <tr> <td><b>Maximum no. of securities to be issued</b></td><td>5,000,000 unquoted Options</td></tr> <tr> <td><b>Date on which the securities are to be issued</b></td><td>If Shareholder approval is obtained for the Resolution, the Company intends to issue the Options as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting.</td></tr> </table>	<b>Recipients and Category under ASX Listing Rule 10.11</b>	Mr John Balassis – Executive Director and CEO	<b>Maximum no. of securities to be issued</b>	5,000,000 unquoted Options	<b>Date on which the securities are to be issued</b>	If Shareholder approval is obtained for the Resolution, the Company intends to issue the Options as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting.
<b>Recipients and Category under ASX Listing Rule 10.11</b>	Mr John Balassis – Executive Director and CEO						
<b>Maximum no. of securities to be issued</b>	5,000,000 unquoted Options						
<b>Date on which the securities are to be issued</b>	If Shareholder approval is obtained for the Resolution, the Company intends to issue the Options as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting.						

	<p><b>Terms of securities</b></p> <p>The hurdle and vesting schedule and conditions of the Options are as follows:</p> <ol style="list-style-type: none"> <li>2,000,000 Options to vest on the 12-month anniversary of the Commencement Date (being 1 January 2023), with an exercise price at \$0.06 per Share, and once vested, with an expiry date of 31 December 2027.</li> <li>1,500,000 Options to vest on the 24-month anniversary from the Commencement Date, with an exercise price of \$0.15 per Share, and once vested with an expiry date of 31 December 2028</li> <li>1,500,000 Options to vest on the 36-month anniversary from the Commencement Date, with an exercise price per at \$0.25 per Share and once vested with an expiry date of 31 December 2028.</li> <li>The Options will all vest provided John Balassis undertakes the role of CEO for 12 months (1 January 2024) and upon stepping aside as CEO, does so under 'good leaver' provisions (to be agreed with the Company).</li> <li>Should John Balassis cease to be in the role for less than 12 months, vesting in part or whole of any part of the Long-Term incentive, is at the discretion of the Board.</li> <li>All Options will be exercisable into fully paid ordinary Shares that will rank pari passu with those Shares already on issue.</li> </ol> <p><b>Use of funds</b></p> <p>No funds will be raised from the issue of Options</p> <p><b>Director total Remuneration package</b></p> <p>Fixed Remuneration: \$250,000 per annum, plus statutory superannuation</p> <p>Short-Term Incentive: 50% of Fixed Remuneration, subject to achievement of key performance targets</p> <p>Long-Term Incentive: 5,000,000 Options, that are the subject of this Resolution</p>
<b>Board Recommendation</b>	The Board, with Mr Balassis abstaining, recommends that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman intends to vote all available proxies in favour of this Resolution.

## PROVISIONAL TAKEOVER PROVISIONS

Resolution 6	Renewal of Proportional Takeover Provisions
<b>Explanation</b>	<p>This Resolution seeks to renew the Proportional Takeover Provisions contained in clauses 79 and 80 of the Constitution, and as set out in Annexure A to this Notice. These provisions relate to proportional takeover approval under section 648D of the Corporations Act.</p> <p>The Proportional Takeover Provisions enable the Company to refuse to register Shares acquired under a proportional takeover bid unless approved by an ordinary resolution of Shareholders. In accordance with the Corporations Act, these provisions are effective for a maximum of three years, unless renewed. These provisions were last approved upon the Company's IPO in May 2021, so will shortly cease to be in effect and will be deemed to be omitted from the Company's Constitution if not renewed.</p>

The Directors believe it is appropriate to continue with the Proportional Takeover Provisions in the Constitution. If renewed, the Proportional Takeover Provisions will operate for three years from the date of the Meeting and after that time will cease to apply unless renewed by a further special resolution of Shareholders. Accordingly, a special resolution is being put to Shareholders under section 648G of the Corporations Act to renew clauses 79 and 80 of the Constitution. A special resolution requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

If the Resolution is passed, then for 21 days after the Meeting, the holders of not less than 10% (by number) of the Company's Shares have the right to apply to the Court to have the Resolution set aside. The Court may set aside the Resolution if the Court is satisfied in all the circumstances that it is appropriate to do so.

The Corporations Act requires the Company to include the following information in this Notice as the Notice contains a resolution seeking Shareholder approval to renew the Proportional Takeover Provisions.

#### **Proportional Takeover Bid**

A proportional takeover bid is a takeover bid that is sent to all shareholders in a class, offering to purchase a specified proportion only (not all) of each shareholder's shares. If a shareholder accepts, the shareholder disposes of that specified portion and retains the balance.

#### **Effects of the Proportional Takeover Provisions**

The effects of the Proportional Takeover Provisions are that:

- If a bidder makes a proportional takeover bid for any class of shares in the Company, the Directors must ensure that a meeting of Shareholders of that class is convened where a resolution to approve the proportional takeover bid is voted on. The vote is decided on a simple majority. The bidder and its associates are excluded from voting on that approving resolution;
- The meeting and the vote on the approving resolution must take place more than 14 days before the last day of the bid period;
- If the approving resolution is rejected before the deadline, the bid cannot proceed, and the offer will be taken to have been withdrawn. Any transfers giving effect to takeover contracts for the bid will not be registered and all offers under the takeover bid are taken to be withdrawn and all takeover contracts must be rescinded;
- If the approving resolution is not voted on, the bid will be taken to have been approved; and
- If the approving resolution is passed (or taken to have been approved), the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution).

The Proportional Takeover Provisions do not apply to full takeover bids.

#### **Reasons for the Proportional Takeover Provisions**

A proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. That is, Shareholders are exposed to the risk of being left as minority Shareholders in the Company by not being able to sell their entire shareholding into a proportional takeover offer. Also, by making a proportional bid, a bidder could obtain practical control of the Company by acquiring less than a majority interest. This might allow a bidder to acquire control without payment of an adequate control premium.

The Directors believe that the Proportional Takeover Provisions are desirable to give Shareholders protection from the risks inherent in proportional takeover bids. The existing provisions proposed to be renewed allow Shareholders to decide if a proportional takeover

bid is acceptable in principle and may assist in ensuring that any proportional takeover bid is appropriately priced.

To assess the merits of the Proportional Takeover Provisions, Shareholders should make a judgment as to what events are likely to occur in relation to the Company during the three-year life of the provisions if renewed with Shareholder approval.

As at the date of this Notice, the Directors of the Company are not aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company. For these reasons, the Board considers it appropriate to seek to renew the Proportional Takeover Provisions.

#### **Potential Advantages and Disadvantages of the Proportional Takeover Provisions**

The Corporations Act requires this Notice to discuss the potential advantages and disadvantages for Directors and Shareholders of the Proportional Takeover Provisions proposed to be renewed. The provisions were first adopted upon the Company's IPO in May 2021.

The Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for any of them, and that they would remain free to make a recommendation on whether or not to accept an offer under a proportional takeover bid.

The Directors note that it could be argued that the Proportional Takeover Provisions are an advantage to them as a takeover defence mechanism that could be exploited to entrench the incumbent Board of Directors. However, the Directors believe that argument ignores the basic objective of the Proportional Takeover Provisions, which is to empower Shareholders not the Directors.

The advantages that Shareholders may have experienced since the Proportional Takeover Provisions were adopted include:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- The provisions may assist Shareholders and protect them from being locked in as a minority;
- The provisions increase the bargaining power of Shareholders and may assist in ensuring that any proportional takeover bid is adequately priced; and
- Each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders and assist in deciding whether to accept or reject an offer under a proportional takeover bid.

The disadvantages that Shareholders may have experienced since the Proportional Takeover Provisions were adopted include:

- Proportional takeover bids for Shares in the Company may be discouraged;
- Shareholders may lose an opportunity to sell some of their Shares at a premium;
- Individual Shareholders may consider that the proportional takeover provisions would restrict their ability to deal with their Shares as they see fit; and
- The likelihood of a proportional takeover bid succeeding may be reduced.

#### **Previous Operation of Clauses 79 and 80**

The Corporations Act also requires this Notice to retrospectively address the advantages and disadvantages for Directors and Shareholders of the Proportional Takeover Provisions which are proposed to be renewed.

During the time that the Proportional Takeover Provisions have been in effect there have been no proportional takeover bids for the Company. The Directors are also not aware of

	<p>any potential proportional takeover bid that was discouraged by the proportional takeover provisions. The Directors are therefore unable to point to any more specific advantages or disadvantages evident from the operation of the current provisions during the period of their operation.</p> <p><b>Knowledge of Any Acquisition Proposals</b></p> <p>Apart from the general considerations above, as at the date of this Notice, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.</p> <p>Those Directors, who are also Shareholders, have the same interest in the Resolution as all Shareholders.</p>
<b>Board Recommendation</b>	The Board recommends that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman intends to vote all available proxies in favour of this Resolution.

## DEFINITIONS

<b>ASX</b>	Means ASX Limited ACN 008 624 691.
<b>ASX Listing Rules</b>	Means the listing rules of the ASX.
<b>Annual General Meeting</b>	Means the annual general meeting of the Company for 2023 to which the Notice relates.
<b>Chairman</b>	Means the chairman of the Annual General Meeting.
<b>Company or EP&amp;T Global</b>	Means EP&T Global Limited ACN 645 144 314.
<b>Constitution</b>	Means the Company's constitution.
<b>Corporations Act</b>	Means the <i>Corporations Act 2001</i> (Cth).
<b>Closely Related Party</b> (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
<b>Director</b>	Means a director of the board of EP&T Global Limited.
<b>Explanatory Memorandum</b>	Means this explanatory memorandum accompanying and forming part of the Notice.
<b>Key Management Personnel or KMP</b>	Means those people described as Key Management Personnel in the Remuneration Report and includes all directors.
<b>Meeting</b>	Means the annual general meeting of the Company for 2023 to which the Notice relates.
<b>Notice</b>	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
<b>Proportional Takeover Provisions</b>	Means the proportional takeover provisions contained within clauses 79 & 80 of the Constitution
<b>Proxy Form</b>	Means the proxy form that is enclosed with and forms part of this Notice.
<b>Remuneration Report</b>	Means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2023.



<b>Resolution</b>	Means a resolution set out in this Notice.
<b>Share</b>	Means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	Means a holder of at least one Share in the Company.

## **Annexure A – Proportional takeover provisions contained within clauses 79 & 80 of the Constitution**

### **Takeover approval provisions**

#### **79. Refusal to register transfers**

- a. The Company must refuse to register a transfer of Shares giving effect to a takeover contract resulting from acceptance of an offer made under a proportional takeover bid in respect of a class of Shares unless and until a resolution to approve the takeover bid is passed in accordance with Article 80.
- b. This Article 79 and Article 80 cease to have effect on the day which is 3 years after the later of their adoption or last renewal in accordance with the Corporations Act.

#### **80. Approval procedure**

- a. Where offers are made under a proportional takeover bid, the Board must, subject to the Corporations Act, call and arrange to hold a meeting of persons entitled to vote on a resolution to approve the proportional takeover bid.
- b. Subject to this Constitution, each person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid:
  - i. is entitled to vote on the resolution referred to in Article 80(a); and
  - ii. has one vote for each Share in the bid class securities that the person holds.
- c. The provisions of this Constitution concerning meetings of Shareholders apply to a meeting held pursuant to Article 80(a) with any modifications that Board resolves are required in the circumstances.
- d. A resolution referred to in Article 80(a) that has been voted on is passed if more than 50% of votes cast on the resolution are in favour of the resolution, and otherwise is taken to have been rejected.
- e. If a resolution referred to in Article 80(a) has not been voted on as at the end of the day before the fourteenth day before the last day of the bid period under the proportional takeover bid, or a later day allowed by the Australian Securities and Investments Commission, then that resolution is taken to have been passed.

# ONLINE SHAREHOLDERS' MEETING GUIDE 2023

## Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

### To access the meeting:

Visit [web.lumiagm.com/385664592](https://web.lumiagm.com/385664592) on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

**Meeting ID: 385-664-592**

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 3:00pm (AEDT), Wednesday 29 November 2023

## Using the Lumi AGM platform:

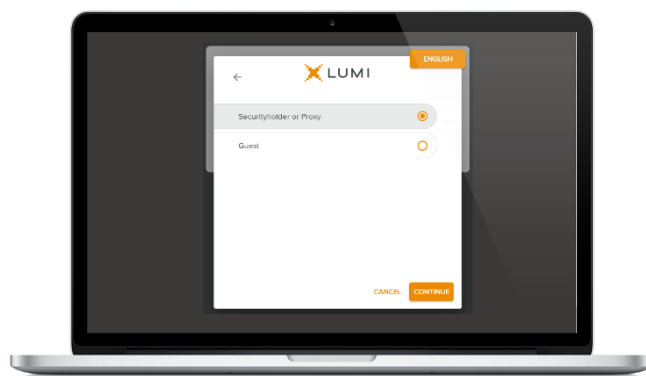
### ACCESS

The 1<sup>st</sup> page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

**"Shareholder or Proxyholder"**

Guests should select **"Guest"**

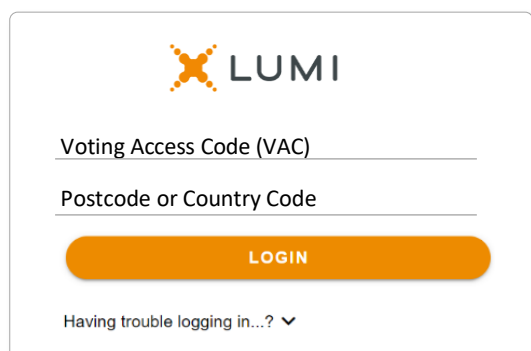


### CREDENTIALS

#### Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

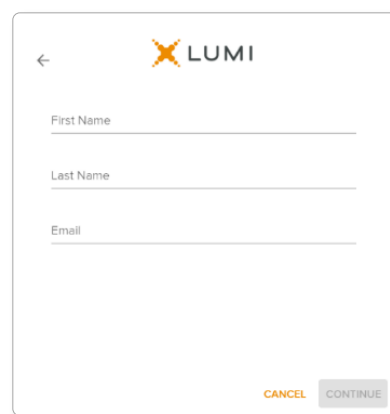
Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 within Australia or +61 2 9290 9600 from outside Australia

A screenshot of the Lumi AGM platform's login form for Shareholders/Proxys. The form has a white background with the Lumi logo at the top. Below the logo, there are two input fields: 'Voting Access Code (VAC)' and 'Postcode or Country Code'. Below these fields is a large orange 'LOGIN' button. At the bottom of the form, there is a link that says 'Having trouble logging in...?'. The form is displayed on a laptop screen.

#### Guests

Please enter your name and email address to be admitted into the meeting.

*Please note, guests will not be able to ask questions or vote at the meeting.*

A screenshot of the Lumi AGM platform's login form for Guests. The form has a white background with the Lumi logo at the top. Below the logo, there are three input fields: 'First Name', 'Last Name', and 'Email'. At the bottom of the form, there are 'CANCEL' and 'CONTINUE' buttons. The form is displayed on a laptop screen.

## NAVIGATION

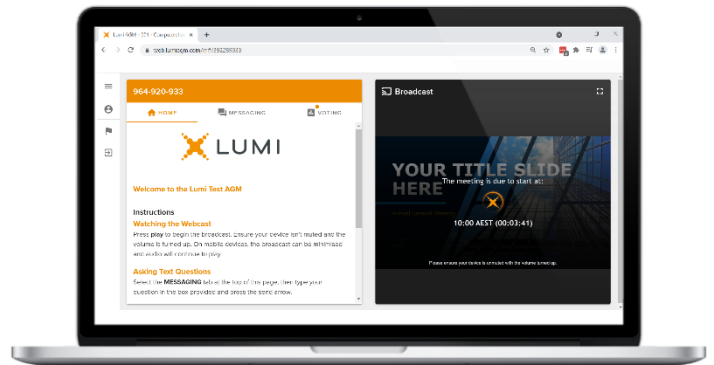
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



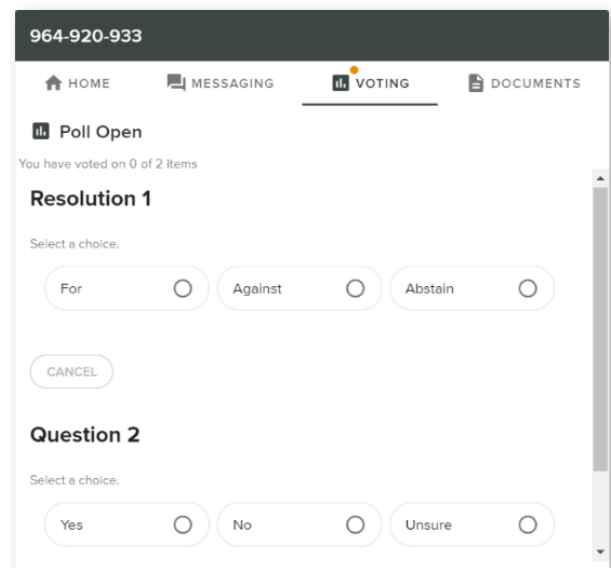
To reduce the webcast to its original size, select the X at the top of the broadcast window.

## VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

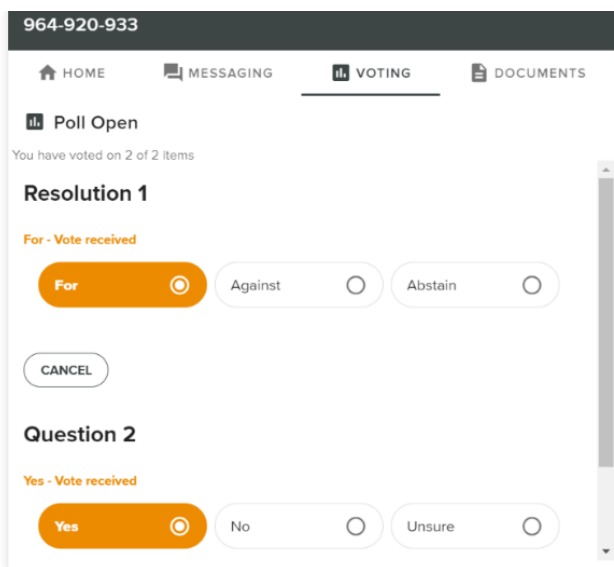


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



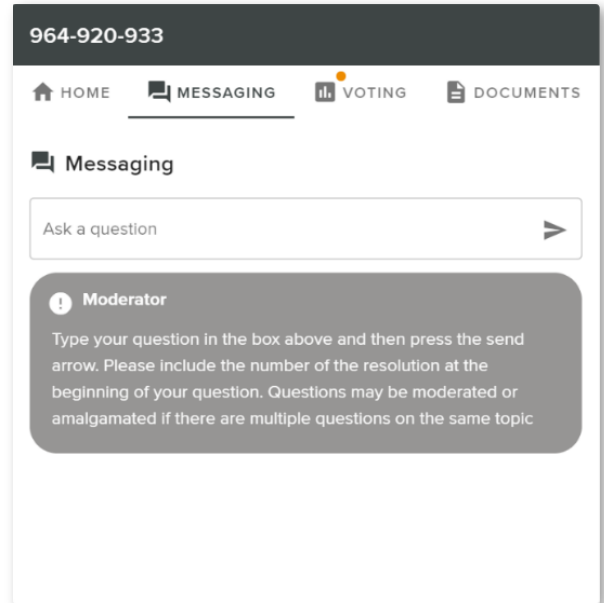
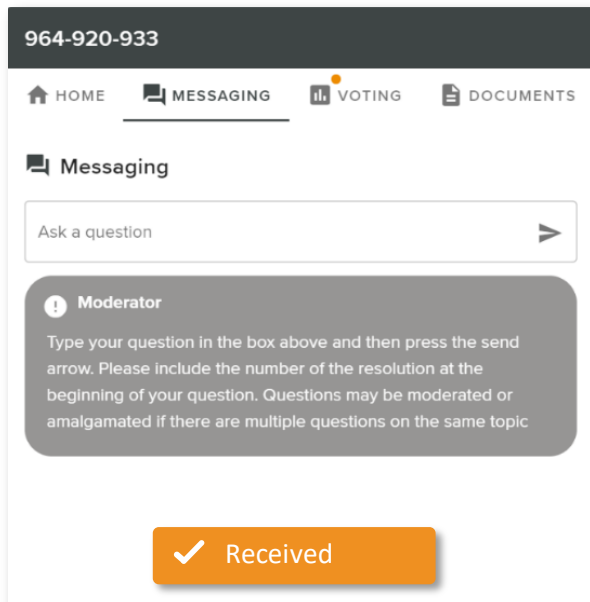
## QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

### Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia  
+61 8 6119 3900 Australia  
+61 8 7150 1149 Australia  
+61 2 8015 6011 Australia  
+61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press \*9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press \*9 to signal the operator.

**Meeting ID: 385-664-592**

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 3:00pm (AEDT), Wednesday 29 November 2023

## Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b>	Aruba
<b>AFG</b>	Afghanistan
<b>AGO</b>	Angola
<b>AIA</b>	Anguilla
<b>ALA</b>	Aland Islands
<b>ALB</b>	Albania
<b>AND</b>	Andorra
<b>ANT</b>	Netherlands Antilles
<b>ARE</b>	United Arab Emirates
<b>ARG</b>	Argentina
<b>ARM</b>	Armenia
<b>ASM</b>	American Samoa
<b>ATA</b>	Antarctica
<b>ATF</b>	French Southern
<b>ATG</b>	Antigua & Barbuda
<b>AUS</b>	Australia
<b>AUT</b>	Austria
<b>AZE</b>	Azerbaijan
<b>BDI</b>	Burundi
<b>BEL</b>	Belgium
<b>BEN</b>	Benin
<b>BFA</b>	Burkina Faso
<b>BGD</b>	Bangladesh
<b>BGR</b>	Bulgaria
<b>BHR</b>	Bahrain
<b>BHS</b>	Bahamas
<b>BIH</b>	Bosnia & Herzegovina
<b>BLM</b>	St Barthelemy
<b>BLR</b>	Belarus
<b>BLZ</b>	Belize
<b>BMU</b>	Bermuda
<b>BOL</b>	Bolivia
<b>BRA</b>	Brazil
<b>BRB</b>	Barbados
<b>BRN</b>	Brunei Darussalam
<b>BTN</b>	Bhutan
<b>BUR</b>	Burma
<b>BVT</b>	Bouvet Island
<b>BWA</b>	Botswana
<b>CAF</b>	Central African Republic
<b>CAN</b>	Canada
<b>CCK</b>	Cocos (Keeling) Islands
<b>CHE</b>	Switzerland
<b>CHL</b>	Chile
<b>CHN</b>	China
<b>CIV</b>	Cote D'ivoire
<b>CMR</b>	Cameroon
<b>COD</b>	Democratic Republic of Congo
<b>COK</b>	Cook Islands
<b>COL</b>	Colombia
<b>COM</b>	Comoros
<b>CPV</b>	Cape Verde
<b>CRI</b>	Costa Rica
<b>CUB</b>	Cuba
<b>CYM</b>	Cayman Islands
<b>CYP</b>	Cyprus
<b>CXR</b>	Christmas Island
<b>CZE</b>	Czech Republic
<b>DEU</b>	Germany
<b>DJI</b>	Djibouti
<b>DMA</b>	Dominica
<b>DNK</b>	Denmark
<b>DOM</b>	Dominican Republic

<b>DZA</b>	Algeria
<b>ECU</b>	Ecuador
<b>EGY</b>	Egypt
<b>ERI</b>	Eritrea
<b>ESH</b>	Western Sahara
<b>ESP</b>	Spain
<b>EST</b>	Estonia
<b>ETH</b>	Ethiopia
<b>FIN</b>	Finland
<b>FJI</b>	Fiji
<b>FLK</b>	Falkland Islands (Malvinas)
<b>FRA</b>	France
<b>FRO</b>	Faroe Islands
<b>FSM</b>	Micronesia
<b>GAB</b>	Gabon
<b>GBR</b>	United Kingdom
<b>GEO</b>	Georgia
<b>GGY</b>	Guernsey
<b>GHA</b>	Ghana
<b>GIB</b>	Gibraltar
<b>GIN</b>	Guinea
<b>GLP</b>	Guadeloupe
<b>GMB</b>	Gambia
<b>GNB</b>	Guinea-Bissau
<b>GNQ</b>	Equatorial Guinea
<b>GRC</b>	Greece
<b>GRD</b>	Grenada
<b>GRL</b>	Greenland
<b>GTM</b>	Guatemala
<b>GUF</b>	French Guiana
<b>GUM</b>	Guam
<b>GUY</b>	Guyana
<b>HKG</b>	Hong Kong
<b>HMD</b>	Heard & Mcdonald Islands
<b>HND</b>	Honduras
<b>HRV</b>	Croatia
<b>HTI</b>	Haiti
<b>HUN</b>	Hungary
<b>IDN</b>	Indonesia
<b>IMN</b>	Isle Of Man
<b>IND</b>	India
<b>IOT</b>	British Indian Ocean Territory
<b>IRL</b>	Ireland
<b>IRN</b>	Iran Islamic Republic of
<b>IRQ</b>	Iraq
<b>ISM</b>	Isle of Man
<b>ISL</b>	Iceland
<b>ISR</b>	Israel
<b>ITA</b>	Italy
<b>JAM</b>	Jamaica
<b>JEY</b>	Jersey
<b>JOR</b>	Jordan
<b>JPN</b>	Japan
<b>KAZ</b>	Kazakhstan
<b>KEN</b>	Kenya
<b>KGZ</b>	Kyrgyzstan
<b>KHM</b>	Cambodia
<b>KIR</b>	Kiribati
<b>KNA</b>	St Kitts And Nevis
<b>KOR</b>	Korea Republic of
<b>KWT</b>	Kuwait
<b>LAO</b>	Laos
<b>LBN</b>	Lebanon

<b>LBR</b>	Liberia
<b>LBY</b>	Libyan Arab Jamahiriya
<b>LCA</b>	St Lucia
<b>LIE</b>	Liechtenstein
<b>LKA</b>	Sri Lanka
<b>LSO</b>	Lesotho
<b>LTU</b>	Lithuania
<b>LUX</b>	Luxembourg
<b>LVA</b>	Latvia
<b>MAC</b>	Macao
<b>MAF</b>	St Martin
<b>MAR</b>	Morocco
<b>MCO</b>	Monaco
<b>MDA</b>	Republic Of Moldova
<b>MDG</b>	Madagascar
<b>MDV</b>	Maldives
<b>MEX</b>	Mexico
<b>MHL</b>	Marshall Islands
<b>MKD</b>	Macedonia Former Yugoslav Rep
<b>MLI</b>	Mali
<b>MLT</b>	Mauritania
<b>MMR</b>	Myanmar
<b>MNE</b>	Montenegro
<b>MNG</b>	Mongolia
<b>MNP</b>	Northern Mariana Islands
<b>MOZ</b>	Mozambique
<b>MRT</b>	Mauritania
<b>MSR</b>	Montserrat
<b>MTQ</b>	Martinique
<b>MUS</b>	Mauritius
<b>MWI</b>	Malawi
<b>MYS</b>	Malaysia
<b>MYT</b>	Mayotte
<b>NAM</b>	Namibia
<b>NCL</b>	New Caledonia
<b>NER</b>	Niger
<b>NFK</b>	Norfolk Island
<b>NGA</b>	Nigeria
<b>NIC</b>	Nicaragua
<b>NIU</b>	Niue
<b>NLD</b>	Netherlands
<b>NOR</b>	Norway Montenegro
<b>NPL</b>	Nepal
<b>NRU</b>	Nauru
<b>NZL</b>	New Zealand
<b>OMN</b>	Oman
<b>PAK</b>	Pakistan
<b>PAN</b>	Panama
<b>PCN</b>	Pitcairn Islands
<b>PER</b>	Peru
<b>PHL</b>	Philippines
<b>PLW</b>	Palau
<b>PNG</b>	Papua New Guinea
<b>POL</b>	Poland
<b>PRI</b>	Puerto Rico
<b>PRK</b>	Korea Dem Peoples Republic of
<b>PRT</b>	Portugal
<b>PRY</b>	Paraguay
<b>PSE</b>	Palestinian Territory Occupied
<b>PYF</b>	French Polynesia
<b>QAT</b>	Qatar
<b>REU</b>	Reunion

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>TCO</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	Timor-Leste
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	Zimbabwe

#### All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm (AEDT) on Monday 27 November 2023.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/epxagm2023>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **by 4:00pm (AEDT) on Monday 27 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

🖥 **Online** <https://www.votingonline.com.au/epxagm2023>

📠 **By Fax** + 61 2 9290 9655

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

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

#### Attending the Meeting

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

☐**Your Address**

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

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

**PROXY FORM****STEP 1 APPOINT A PROXY**

I/We being a member/s of **EP&T Global Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a Hybrid meeting at **the offices of Hamilton Locke, Level 42, Australia Square, 264 George Street, Sydney NSW 2000** and online at **<https://web.lumiagm.com/385664592> on Wednesday, 29 November 2023 at 4:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

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

**STEP 2 VOTING DIRECTIONS**

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

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Richard Doyle as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Jonathan Sweeney as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Keith Gunaratne as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval To Issue Options to the CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023