



30 July 2024

## Straker 2024 Notice of Annual Meeting & Proxy Form

Straker Limited (ASX: STG) attaches its 2024 Notice of Annual Meeting and Proxy Form.

### Authorisation

This announcement has been authorised for release by the Board.

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Grant Straker, CEO & Co-Founder

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### About Straker Translations

Straker provides next generation language services supported by a state-of-the-art technology stack and robust AI layer to clients around the world. By combining the latest available technologies with linguistic expertise, Straker's solutions are scalable, cost-effective, and accurate. Through technical innovation and data analytics, Straker is a proven partner in future-proofing global communications.

For more information visit: [www.straker.ai](http://www.straker.ai)

#### Straker (STG)

NZ Company no. 1008867

ARBN: 628 707 399

#### Registered Address

Level 2, 49 Parkway Drive

Rosedale, Auckland 0632

#### [www.straker.ai](http://www.straker.ai)

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**STRAKER LIMITED****NOTICE OF ANNUAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM**

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**Date**

Tuesday, 27 August 2024

**Time**

02:00 pm AEST / 04.00pm NZST

**Venue**

The Meeting will be held virtually via Zoom.

**Your vote is important**

The business of the Meeting affects the Company and your vote is important.

**Voting by proxy**

To vote by proxy, please complete and sign the accompanying Proxy Form and return by the time specified and in accordance with the instructions set out in the Proxy Form.

**Straker (STG)**  
NZ Company no. 1008867  
ARBN: 628 707 399

**Registered Address**  
Level 2, 49 Parkway Drive  
Rosedale, Auckland 0632

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## **NOTICE OF ANNUAL MEETING 2024**

Notice is given that the Annual Meeting of Shareholders of Straker Limited (**Company**) will be held at 2.00 pm AEST / 4.00pm NZST on Tuesday, 27 August 2024 as a virtual meeting via Zoom.

Further details in respect of the Resolutions proposed in this Notice of Annual Meeting are set out in the Explanatory Statement accompanying this Notice. The Explanatory Statement and the Proxy Form should be read together with, and form part of, this Notice.

### **ATTENDING THE ANNUAL MEETING**

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Pursuant to section 11.1 of Straker's Constitution, the Company will be holding the Meeting as a virtual meeting with attendance available via a Zoom Webinar and you will need to register in advance for this Webinar at the link below.

[https://strakergroup.zoom.us/webinar/register/WN\\_Gs5eBQuZQ\\_ys57p5YzBudw](https://strakergroup.zoom.us/webinar/register/WN_Gs5eBQuZQ_ys57p5YzBudw)

After registering, you will receive a confirmation email containing information about joining the Webinar.

#### **Q&A**

You will be able to view the Meeting presentations, listen to the Meeting live and submit questions to the Chair in real time.

#### **Voting during the meeting**

Online voting during the Meeting will be provided via the Link online voting portal available at the link below. You will need your shareholder details to login to the Link portal.

<https://meetings.linkgroup.com/STG2024>

Please refer to the Online Voting Guide for instructions on how to vote, which can be downloaded from the Link online platform.

### **AGENDA**

#### **Financial Statements and Audit Report**

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To receive and consider the Company's annual Financial Statements and Audit Report for the year ended 31 March 2024.

Note: The Financial Statements and Audit Report for the financial year ended 31 March 2024 will be provided before the Meeting. However, there is no requirement for the Shareholders to approve those Reports. Shareholders will be given an opportunity to ask the Directors and the Company's Auditor questions on those Reports at the Meeting.

### **Resolution 1: Auditor's Remuneration**

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To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

*"To record that BDO Auckland continue in office as the Company's Auditors and to authorise the Directors to fix the remuneration of BDO Auckland for the ensuing year."*

### **Resolution 2: Election of Director – Ms Linda Jenkinson**

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To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

*"That, Ms Linda Jenkinson, who retires in accordance with clause 20.4 of the Constitution and, being eligible, offers herself for election, be elected as a Director of the Company."*

### **Resolution 3: Re-Election of Director – Mr Stephen Donovan**

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To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

*"That, Mr Stephen Donovan, who retires in accordance with clause 21.2 of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company."*

### **Resolution 4: Approval of additional 10% Placement Capacity**

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To consider and, if thought fit, pass the following Resolution as a **Special** Resolution:

*"That, pursuant to ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time or agreement to issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the 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; or
- the Chair 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 Chair to vote on the Resolution as the Chair 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.

Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting.

### **Resolution 5: Issue of Options to Director – Grant Straker**

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To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 165,100 Options and the issue of underlying Shares in respect of the Options, to Grant Straker, the CEO and Managing Director*

*of the Company, or his nominee(s), pursuant to the Company's 2020 LTI Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Grant Straker or a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2020 LTI Employee Share Option Plan, or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the 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; or
- the Chair 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 Chair to vote on the Resolution as the Chair 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.

#### **Resolution 6: Issue of Options to related party of a Director – Merryn Straker**

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To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 78,300 Options and the issue of underlying Shares in respect of the Options, to Merryn Straker, a related party of the Company, or her nominee(s), pursuant to the Company's 2020 LTI Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Merryn Straker or a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2020 LTI Employee Share Option Plan, or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the 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; or
- the Chair 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 Chair to vote on the Resolution as the Chair 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.

#### **Resolution 7: Issue of Options to Director elect – Linda Jenkinson**

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To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 300,000 Options and the issue of underlying Shares in respect of the Options, to Linda Jenkinson, a Director elect of the Company, or her nominee(s), pursuant to the Company's 2020 LTI Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Linda Jenkinson or a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2020 LTI Employee Share Option Plan, or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the 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; or
- the Chair 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 Chair to vote on the Resolution as the Chair 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.

#### **Resolution 8: Re-approval of the 2020 LTI ESOP**

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To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That, for the purposes of ASX Listing Rule 7.2, Exception 13(b) and for all other purposes, Shareholders re-approve the adoption of the 2020 LTI ESOP and any issue of Options under the 2020 LTI ESOP for a further three years from the date of this Resolution as an exception to ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is eligible to participate in the 2020 LTI Employee Share Option Plan, or any associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the 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; or
- the Chair 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 Chair to vote on the Resolution as the Chair 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.

#### **Explanatory Statement**

The accompanying Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement, the Proxy Form, and Important Information form part of this Notice.

#### **By order of the Board**



David Ingram  
Company Secretary  
30 July 2024

## EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Company's Notice of Annual Meeting. The Meeting is to be held at 2.00 pm AEST / 4.00pm NZST on Tuesday, 27 August 2024 virtually via a Zoom Webinar accessible via the link: [https://strakergroup.zoom.us/webinar/register/WN\\_Gs5eBQuZQ\\_ys57p5YzBudw](https://strakergroup.zoom.us/webinar/register/WN_Gs5eBQuZQ_ys57p5YzBudw).

This Explanatory Statement is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed Resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary contained in this Explanatory Statement.

### **Resolution 1: Auditor's Remuneration**

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BDO Auckland is the existing Auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act, BDO Auckland is automatically re-appointed at the Annual Meeting as Auditor of the Company. The proposed Resolution is to authorise the Directors to fix the Auditors' remuneration for the ensuing year for the purposes of section 207S of the Companies Act.

#### **Directors' Recommendation**

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

### **Resolution 2: Election of Director – Ms Linda Jenkinson**

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Mr Heith Mackay-Cruise tendered his resignation as a director of the Company effective 1 July 2024. The Board sincerely thanks Mr Mackay-Cruise for his contributions to the Company since August 2022.

Clause 20.4 of the Company's Constitution provides that the Board may at any time appoint additional Directors to fill a casual vacancy, but such an appointed Director must not hold office (without re-election) past the next annual general meeting of the Company.

Pursuant to Clause 20.4 of the Company's Constitution and to fill the vacancy arising from the outgoing Director role, Ms. Linda Jenkinson, was appointed Non-Executive Director and incoming Chair by the Board on July 1, 2024. In accordance with clauses 20.4 and 21.4 of the Company's Constitution, Ms. Jenkinson is retiring and submitting her candidacy for election as a Director of the Company.

Earlier in her career, Ms Jenkinson spent 11 years as a strategy consultant and advisor to Fortune 500 CEOs, boards, and executive teams. As a Partner at A.T. Kearney she helped build the global Financial Services Practice with clients including Bank of America.

She is currently the Chair of ASX publicly listed companies, Medadvisor (ASX:MDR) and Vinyl Group (ASX:VNL). Ms Jenkinson is a former Non-executive Director of Air New Zealand (ASX:AIZ) and FleetPartners Group (ASX:FPR). She is also a Non-Executive Director of Harbour Asset Management.

Ms Jenkinson holds an MBA from The Wharton School, University of Pennsylvania a Bachelor of Business Studies, from Massey University, and is a non-practicing qualified Chartered Accountant.

Having regard to the ASX Corporate Governance Principles, the Board considers Ms Jenkinson to be an independent Non-Executive Director.

#### **Directors' Recommendation**

The Board, with Ms Jenkinson abstaining, unanimously supports Ms Linda Jenkinson's election as a Non-Executive Director of the Company and recommends that Shareholders vote in favour of this Resolution.

### **Resolution 3: Re-Election of Director – Mr Stephen Donovan**

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In accordance with Clause 21.2 of the Company's Constitution, whilst the Company is admitted to the Official List of ASX, at least one Director must retire from office at each annual meeting of Shareholders unless there has been an election of Directors earlier that year. Unless required to retire pursuant to Clause 21.1 of the Company's Constitution, the Director to retire will be the Director who has been longest in office since that Director's last election.

Clause 21.1 of the Company's Constitution states that a Director must not hold office without re-election past the third annual meeting of Shareholders after that Director's last appointment or re-election or for more than three years, whichever is longer. A Managing Director of the Company (appointed under Clause 23 of the Company's Constitution) is exempt from these requirements.

Mr Stephen Donovan was re-appointed as a Non-Executive Director of Straker Limited on 25 August 2021 by the Shareholders at the Company's 2021 annual meeting.

In accordance with Clause 21.2 of the Constitution, Mr Donovan is retiring and submitting himself for re-election as a Director of the Company.

Mr Stephen Donovan was initially appointed a Non- Executive Director of Straker on 1 December 2004. He is a former partner of Ernst & Young. He qualified as a Chartered Accountant in the UK and has operated within the IT and finance industry in New Zealand for a number of years.

Stephen has significant experience as a director and investor in the SME sector in New Zealand, including a Finance Director role at accounting software provider, Greentree Software Group, which was sold to MYOB in 2016. Other current directorships include, Buro Seating Limited (office chair wholesaler) and New Zealand Pure Dairy Products Limited (infant formula manufacturer).

Stephen is Straker's former Chief Financial Officer and has been working with technology companies across a range of industries. Stephen holds a Bachelor of Economics from the University of Lancaster and is a qualified Chartered Accountant and a current member of the Institute of Chartered Accountants in England and Wales.

Having regard to the ASX Corporate Governance Principles, the Board considers Mr Donovan to be a non-independent Non-Executive Director.

#### **Directors' Recommendation**

The Board, with Mr Donovan abstaining, unanimously supports Mr Stephen Donovan's election as a Non-Executive Director of the Company and recommends that Shareholders vote in favour of this Resolution.

### **Resolution 4: Approval of additional 10% Placement Capacity**

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#### **General**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual meeting, to increase this 15% limit by an extra 10% to 25%.

An eligible entity for the purposes of ASX Listing Rule 7.1A is one which, at the date of the Resolution, has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company anticipates it will be an eligible entity for the purposes of ASX Listing Rule 7.1A at the time of the Meeting.



The Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue equity securities in a 12-month period following the annual meeting of Shareholders without further Shareholder approval (**10% Placement Capacity**).

If the Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval. The exact number of securities that the Company will have capacity to issue under ASX Listing Rule 7.1A (which applies on top of the 15% permitted by ASX Listing Rule 7.1) will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2, which is set out below.

If the Company for any reason ceases to be an eligible entity after already obtaining Shareholder approval pursuant to this Resolution, the approval obtained will not lapse and the Company will still be entitled to issue the equity securities during the 12-month period following this Annual Meeting.

If the Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

The Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder by a corporate representative).

#### **Number of equity securities that may be issued**

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A, calculated as follows:

$$(A \times D) - E$$

Where

**A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue (the **relevant period**):

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period;

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity under that Listing Rule.

**D** is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX Code: STG).

### Required information

The following information is provided to Shareholders to allow them to assess the Resolution, including for the purposes of ASX Listing Rule 7.3A.

### Minimum price

As required by ASX Listing Rule 7.1A.3, any equity securities issued by the Company under ASX Listing Rule 7.1A can only be issued for a cash consideration per security at a price that is no less than 75% of the VWAP for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- b) if the securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the securities are issued.

### Risk of economic and voting dilution to existing Shareholders

If the Resolution is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the economic and voting interests of existing Shareholders in the Company will be diluted. There is a risk that:

- a) the market price of the Company's securities may be significantly lower on the issue date than on the date Shareholders provide their approval at the Annual Meeting; and
- b) the securities may be issued at a price that is at a discount to the market price on the issue date (subject to the conditions noted above).

The table below shows a number of potential dilution scenarios for a capital raising which may be conducted under ASX Listing Rule 7.1A as required by ASX Listing Rule 7.3A.4 where the number of the Company's Shares on issue (Variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the Share price has decreased by 50%, remained current or increased by 100% based on the closing Share price on ASX at 21 June 2024.

Shares	<b>64,339,299</b>	50% decrease in Issue Price	Issue Price @ 21 June 2024	100% increase in Issue Price
Closing Price	<b>\$0.4850</b>	\$0.2425	\$0.4850	\$0.9700
<b>Variable "A" in ASX Listing Rule 7.1A.2</b>		<b>Dilution</b>		
		<b>50% decrease in Issue Price</b>	<b>Issue Price @ 21 June 2024</b>	<b>100% increase in Issue Price</b>
<b>Current Variable A</b>	<b>10% Voting Dilution</b>	6,433,930	6,433,930	6,433,930
64,339,299 Shares	<b>Funds Raised</b>	\$1,560,228	\$3,120,456	\$6,240,912
<b>50% increase in current Variable A</b>	<b>10% Voting Dilution</b>	9,650,895	9,650,895	9,650,895
96,508,949 Shares	<b>Funds Raised</b>	\$2,340,342	\$4,680,684	\$9,361,368
<b>100% increase in current Variable A</b>	<b>10% Voting Dilution</b>	12,867,860	12,867,860	12,867,860
128,678,598 Shares	<b>Funds Raised</b>	\$3,120,456	\$6,240,912	\$12,481,824

The above dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- a) the “issue price at current market price” is the closing price of Shares on ASX on 21 June 2024.
- b) Variable “A” is 64,339,299 which equates to the number of current Shares on issue at 21 June 2024. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholder meeting;
- c) the Company issues the maximum number of securities available under the 10% Placement Capacity;
- d) the table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- e) no options (including any options issued under the 10% Placement Capacity) are exercised into Shares before the date of issue of equity securities;
- f) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- g) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Annual Meeting;
- h) the issue of Shares under the 10% Placement Capacity consists only of fully paid ordinary shares in the Company; and
- i) “Funds Raised” are before any capital raising costs which may be incurred.

#### **10% Placement Capacity Period**

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A is valid from the date of the annual meeting of Shareholders at which approval is obtained and expires on the earliest to occur of:

- a) the date which is 12 months after the date of the annual meeting of Shareholders at which the approval was obtained;
- b) the time and date of the Company's next annual meeting of Shareholders; or
- c) the time and date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

#### **Purpose of additional 10% Placement Capacity**

While the Company has no immediate plans to issue Shares under the 10% Placement Capacity, when it does it will only do so for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes: working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meet financing commitments or capital management activities deemed by the Board to be in the best interests of the Company.

#### **Allocation policy**

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- a) the methods of raising funds that are available to the Company;
- b) the effect of the issue of the equity securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% Placement Capacity pursuant to ASX Listing Rule 7.1A have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company and those who are otherwise restricted from participation under the ASX Listing Rules (including professional and sophisticated investors, clients of Australian Financial Service

Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities).

### **Previous Issue of Securities under ASX Listing Rule 7.1A**

The Company sought and obtained Shareholder approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 23 August 2023 and confirms that no Shares were issued or agreed to be issued under ASX Listing Rule 7.1A in the preceding 12 months.

### **Compliance with ASX Listing Rules 7.1A.4 and 3.10.3**

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give ASX:

- a) a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- b) the information required by ASX Listing Rule 3.10.3 for release to the market.

As at the date of the Notice of Meeting the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

### **Directors' Recommendation**

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

### **Resolution 5-7: Issue of Options to Directors and Related Party**

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The Company is proposing to issue 165,100 Options to Grant Straker, 78,300 Options to Merryn Straker, and 300,000 Options to Linda Jenkinson under the 2020 LTI ESOP (the **Options Issues**).

The proposed allocation of Options to Grant and Merryn Straker forms part of their performance-based remuneration for the financial year ended 31 March 2025 and has been calculated in a manner that is consistent with the formula used to calculate option allocations for other members of the Company's senior leadership team.

The proposed allocation of Options to Linda Jenkinson aims to further align her interests with long-term shareholder value.

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of its shareholders:

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

The Options Issues to Grant Straker and Linda Jenkinson falls within ASX Listing Rule 10.14.1 (as they are both Directors) and the Options Issues to Merryn Straker falls within Listing Rule 10.14.2 (as Merryn Straker is an associate of Grant Straker, who is a Director) and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.14.

Resolutions 5, 6, and 7 seeks the required Shareholder approval to the Options Issues under and for the purposes of ASX Listing Rule 10.14.

If each of Resolution 5, 6 and 7 are if passed, the Company will be able to proceed with the Options Issues and the Options (and Shares issued upon vesting of the Options) will not be included in the Company's 15% capacity calculation for the purposes of ASX Listing Rule 7.1.

If each of Resolution 5, 6 and 7 are not passed, the Company will not be able to proceed with the Options Issues to which the relevant Resolution relates.

In that circumstance, issues may arise with the competitiveness of the total remuneration package of the relevant recipient of the Options Issues and alignment of rewards with other senior executives in the Company. 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.

Details of any securities issued under the 2020 LTI ESOP will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the 2020 LTI ESOP after Resolution 5, 6 and 7 are approved and who were not named in this Notice will not participate until approval is obtained under that ASX Listing Rule 10.14.

In accordance with ASX Listing Rule 10.15, the following information is provided to Shareholders in respect of the Resolution 5, 6 and 7.

For the purposes of ASX Listing Rule 10.15.6, summary information regarding the issue of the Options is as follows:

Material Terms	Refer to Schedule A for the material terms of the 2020 LTI ESOP.
Class of Securities	Options that vest and are exercisable into Shares in accordance with the terms of the 2020 LTI ESOP.
Issue Price:	The Options will be issued for nil cash consideration.
Issue Date:	The Options will be issued on the day of the Annual Meeting if Shareholder approval is granted, and in any event no later than 3 years after the date of the Meeting.

For the purposes of ASX Listing Rule 10.15.1:

Terms of any loans to acquire the securities: No loans are proposed to be advanced in relation to the proposed issue of the Options.

*Resolution 5 – Issue of Options to Director – Grant Straker Specific Terms*

Recipient: Mr Grant Straker or his nominee(s).

Maximum number of securities to be issued:	Total Remuneration Package	Employee benefits – defined contribution plan:
165,100 Options	NZ \$450,000 base salary NZ \$225,000 maximum short-term incentive.	NZ\$ 13,500

- The Options vest over 3 years in equal tranches from an initial date of 1 April 2024.
- Exercise Price: A\$0.46, being the 20-day VWAP immediately prior to the date of the previously held Remuneration Committee meeting.
- Expiry Date: 6 years from the date of vesting.
- 627,267 Options have previously been issued for nil consideration under the 2020 LTI ESOP since the scheme was last approved by Shareholders at the 2020 AGM. Of these, 477,633 have vested and 149,634 remain unvested.
- The Company attributes a value of \$21,278 to the Options, which has been determined using the Black-Scholes method.

*Resolution 6 – Issue of Options to related party of a Director – Merryn Straker Specific Terms*

Recipient: Ms Merryn Straker or her nominee(s).

Maximum number of securities to be issued:	Total Remuneration Package of Associated Director Grant Straker:
78,300 Options	As above

- The Options vest over 3 years in equal tranches from an initial date of 1 April 2024.
- Exercise Price: A\$0.46, being the 20-day VWAP immediately prior to the date of the previously held Remuneration Committee meeting.
- Expiry Date: 6 years from the date of vesting.
- 313,933 Options have previously been issued for nil consideration under the 2020 LTI ESOP since the scheme was last approved by Shareholders at the 2020 AGM. Of these, 245,766 have vested and 68,167 remain unvested.
- The Company attributes a value of \$10,101 to the Options, which has been determined using the Black-Scholes method.

*Resolution 7 – Issue of Options to Director – Linda Jenkinson Specific Terms*

Recipient: Ms Linda Jenkinson or her nominee(s).

Maximum number of securities to be issued:	Total Remuneration Package:	Employee benefits – defined contribution plan:
300,000 Options	A\$130,000	N/A

- Vesting Conditions:
  - 100,000 Options that vest on the third anniversary of the Issue Date;
  - 100,000 Options that vest on the trailing 60-day VWAP of \$1.00 share price; and
  - 100,000 Options that vest on the trailing 60-day VWAP of \$1.50 share price.
- Exercise Price: The 20-day VWAP immediately prior to the date of this Annual Meeting (being the 2024 Annual General Meeting).
- Expiry Date: 6 years from the grant date of 27 August 2024.
- Nil Options have previously been issued under the 2020 LTI ESOP.
- The Company attributes a value of \$15,044 to the Options, which has been determined using the binomial method, assuming a 20-day VWAP of AU\$0.49.

**Directors' Recommendation**

As all of the Directors are entitled to participate in the 2020 LTI ESOP, the Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 5, 6 and 7.

## **Resolution 8: Re-approval of the 2020 LTI ESOP**

This Resolution seeks the approval of Shareholders for the re-adoption of the 2020 LTI ESOP in accordance with ASX Listing Rule 7.2, Exception 13(b).

ASX Listing Rule 7.1 restricts the amount of equity securities which listed companies can issue without the approval of Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period, subject to certain exceptions. There are, however, a number of exceptions to this restriction. ASX Listing Rule 7.2, Exception 13(b) allows the Company to issue securities under an employee incentive scheme to be automatically excluded from the calculation of the Company's 15% placement capacity if, within three years before the date of the issue, Shareholders approve the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

If this Resolution is passed, the Company will continue to have the ability to issue Options to eligible participants under the 2020 LTI ESOP over a period of a further 3 years (up to the maximum number of securities stated below) without impacting the Company's 15% placement capacity under ASX Listing Rule 7.1.

If this Resolution is not passed, any Options issued under the 2020 LTI ESOP (notwithstanding the non-approval) will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

ASX Listing Rule 7.2, Exception 13(b) will cease to be available in respect of the 2020 LTI ESOP:

- a) if and to the extent that the number of equity securities issued under the 2020 LTI ESOP exceeds the maximum number set out in this Notice (if approved); and/or
- b) if there is a material change to the terms of the 2020 LTI ESOP from those set out in this Notice.

In accordance with ASX Listing Rule 7.2, Exception 13(b), the following information is provided:

- a summary of the terms of the 2020 LTI ESOP is set out in Schedule A and forms part of this Explanatory Statement
- the 2020 LTI ESOP was last approved by Shareholders for the purposes of ASX Listing Rule 7.2, Exception 13(b) at the Company's 2020 Annual General Meeting held on 26 August 2020. Since this approval, 4,735,256 Options have been granted. Of these, 816,309 Options have lapsed as a consequence of Options holders leaving the services of the Company or an associated body corporate and 26,088 Options have been exercised.
- the maximum number of securities proposed to be issued under the 2020 LTI ESOP within the three-year period following approval of this Resolution is 5,000,000 Options<sup>1</sup>.
- A voting exclusion statement in respect of this Resolution is included in the Notice.

The 2020 LTI ESOP is designed to provide longer term incentives to Directors, executive staff and selected employees and align their interests with those interests of Shareholders. The objective of the 2020 LTI ESOP is to attract, motivate and retain employees and consultants whom the Directors consider will contribute towards the Company's performance. The 2020 LTI ESOP also forms an integral component of the Company's remuneration policy.

Any future grant of Options to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

### **Directors' Recommendation**

As all of the Directors are entitled to participate in the 2020 LTI ESOP, the Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.

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<sup>1</sup> This maximum number is not intended to be a prediction of the actual number of securities to be issued under the 2020 LTI ESOP within the next 3 years but is instead a ceiling for the purposes of ASX Listing Rule 7.2, Exception 13(b). Once the maximum number is reached, any additional issues of securities under the 2020 LTI ESOP would not have the benefit of Exception 13(b) without a fresh shareholder approval and will only be able to be made without shareholder approval under ASX Listing Rule 7.1 if the Company has sufficient placement capacity available at the time under ASX Listing Rule 7.1 (or if applicable ASX Listing Rule 7.1A).

## GLOSSARY

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**\$ or A\$** means Australian dollars.

**10% Placement Capacity** has the meaning given to that term in the section of the Explanatory Statement regarding Resolution 4.

**2020 LTI ESOP** means the Company's 2020 Employee Share Option Scheme adopted at an annual meeting held on 26 August 2020.

**Annual Report** means the 2024 Annual Report to Shareholders for the period ended 31 March 2024 as lodged by the Company with ASX on 29 May 2024.

**ASX** means the Australian Securities Exchange, or ASX Limited (ACN 008 624 691).

**ASX Corporate Governance Principles** means the ASX Corporate Governance Principles and Recommendations (4th edition).

**ASX Listing Rules** or **Listing Rules** means the Official Listing Rules of ASX.

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

**Chair** means the person chairing the Meeting.

**Company** means Straker Limited (NZ1008867).

**Companies Act** means the *Companies Act 1993* (NZ).

**Constitution** means the Company's Constitution.

**Directors** means the directors of the Company, or any one of them as the context requires.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Issue Date** means the date of issue of Options to the relevant recipient.

**Managing Director** means a person appointed as the 'managing director' under clause 23 under the Constitution.

**Meeting or Annual Meeting** means the Annual Meeting convened by this Notice to be held virtually at 4.00pm NZST on 27 August 2024.

**Notice or Notice of Meeting** means this Notice of Annual Meeting including the Explanatory Statement, Important Information, and the Proxy Form.

**Option** means an option which (subject to its terms) could be exercised into a Share.

**Options Issues** has the meaning given to that term in the section of the Explanatory Statement regarding Resolutions 5 – 7.

**Remuneration Committee** means the 'Remuneration Committee' of the Company.

**Proxy Form** means the Proxy Form accompanying the Notice.

**Resolution** means the Resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

**Shareholder** means a holder of Shares in the Company.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.



## IMPORTANT INFORMATION

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### Resolutions

Resolutions 1, 2, 3, 5, 6, 7 and 8 are Ordinary Resolutions. Ordinary Resolutions are required to be approved by a simple majority of the votes of those Shareholders entitled to vote and voting on the question.

Resolution 4 is a Special Resolution. Special Resolutions are required to be approved by not less than 75% of the votes of those Shareholders entitled to vote and voting on the question.

### Voting entitlements

Any person who is registered as a Shareholder of the Company at 4.00pm New Zealand time on Sunday, 25 August 2024 is entitled to attend and vote at the Meeting or to appoint a proxy to attend and vote in their place.

### Proxies

All Shareholders are entitled to attend and vote at the Annual Meeting or to appoint a proxy to attend and vote in their place.

Enclosed with this Notice is a Proxy Form. For the appointment of a proxy to be valid, the Proxy Form must be received by the Company either by post to Straker Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235 or by fax to +61 2 9287 0309 at least 48 hours before the start of the Meeting that is by 4.00pm New Zealand time on Sunday, 25 August 2024. All joint holders of a Share must sign the proxy form.

A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, then the Shareholder may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the Shareholder does not specify such proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes. A single proxy exercises all votes of the Shareholder.

If the Proxy Form is returned without direction as to how the proxy should vote on the resolutions, then the proxy may vote as he or she thinks fit on that resolution. The Chair of the Meeting and any Director appointed as proxy intend, to the extent possible, to vote all discretionary proxies in favour of the relevant resolution. If a proxy is excluded from voting on a particular resolution, then the proxy will only be able to vote in accordance with the Shareholder's express instructions (and so not under any discretion).

A Shareholder that is a corporation may sign under the hand of a duly authorised officer or by power of attorney. If the Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the Proxy Form.

### Corporate Representatives

A Shareholder that is a corporation may appoint a representative to attend the Meeting on its behalf. The representative must bring a properly executed letter or other document confirming that they are authorised to act as the Shareholder's representative at the Meeting. A '*Certificate of Appointment of Corporate Representative*' may be obtained from Link.

### Powers of attorney

Any person representing a Shareholder(s) by virtue of a power or attorney must bring to the Meeting a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

### Postal voting

Pursuant to the Constitution, a Shareholder may not exercise his or her right to vote at the Meeting by casting a postal vote.

### Schedule A Summary of 2020 LTI ESOP

The key terms of the 2020 LTI ESOP are as follows:

Term	Description
Eligibility	Qualifying employees, senior executives and Directors of Straker may participate in the 2020 LTI ESOP, with eligibility and the number of Options to be issued under the 2020 LTI ESOP to be determined by the Company's Board of Directors.
Vesting conditions	The 2020 LTI ESOP is governed by scheme rules that provide for the vesting of Options issued under the 2020 LTI ESOP to occur after a certain time period has lapsed from the time of issue of the Options issued under the 2020 LTI ESOP, or a specified performance hurdle is achieved by the participant.
Exercise	<p>After the Options issued under the 2020 LTI ESOP have vested, participants may then choose to exercise a number of their 2020 LTI ESOP Options at any time within the specified exercise period (provided that the minimum number of Options that may be exercised at a time as stated on the certificate relating to the Options is met) by giving notice in writing to the Company and paying the relevant exercise price in respect of the 2020 LTI ESOP Options being exercised (unless the participant has elected to exercise the Options under the cashless exercise mechanism, see below).</p> <p>However, where certain "change of control" events occur (including where a person and that person's associates hold or control more than 50% of the total voting rights in the Company, a transfer of all, or substantially all, of the Company's assets, or a merger whereby the Company is not the surviving entity) all 2020 LTI ESOP Options will become fully exercisable and may be exercised on or before the date of the relevant event, after which time any unexercised 2020 LTI ESOP Options will lapse.</p>
Exercise Price	<p>The exercise price of the 2020 LTI ESOP Options will be determined by the Company's Board of Directors but subject to the requirement under the ASX Listing Rules that the Exercise Price for the Shares must be at least AUD\$0.20.</p> <p>At the time of exercise of the 2020 LTI ESOP Options, subject to Board approval at that time, the participant may elect not to be required to provide payment of the exercise price for the number of 2020 LTI ESOP Options specified in a notice of exercise, but that on exercise of those 2020 LTI ESOP Options the Company will issue to the participant that number of Shares equal in value to the positive difference between the "Market Value" of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those 2020 LTI ESOP Options.</p> <p>"Market Value" means, at any given date, the volume weighted average price per Share traded on the ASX over the 20 business days immediately preceding the notice of exercise being delivered to the Company by the participant, unless otherwise determined by the Board (in its sole discretion).</p>
Expiry	Options issued under the 2020 LTI ESOP will expire at the end of the exercise period which is a date fixed in the Option certificate issued to each particular participant, unless a "change of control" event occurs (as referred to above).
Cessation of employment of holders of 2020 LTI ESOP Options	<p>Participants who cease their employment or directorship with the Company (for reasons other than death or total and permanent disability) are given the lesser of the expiry of:</p> <ul style="list-style-type: none"> <li>(a) 60 days following termination;</li> <li>(b) the exercise period; or</li> <li>(c) another period determined by the Board in its absolute discretion,</li> </ul> <p>to exercise any applicable 2020 LTI ESOP Options that have vested and are able to be exercised at that time.</p> <p>Participants who cease employment or directorship with the Company in circumstances constituting total and permanent disability then the Board in its absolute discretion may allow any 2020 LTI ESOP Options that are exercisable at the time to be exercised or "net settled" (i.e. cancelled with Shares issued representing any gain) within a period of up to 3 months from the date of death or determination of total permanent disability.</p> <p>Unvested 2020 LTI ESOP Options at the time of cessation of employment will be cancelled and be of no further effect.</p>

Capital Restructure	Any reconstruction of share capital of the Company (including any consolidation, re-capitalisation, subdivision, share buyback or cancellation) which affects the 2020 LTI ESOP Options will result in appropriate adjustments being made by the Directors of the Company in such a manner as they consider to be equitable (in accordance with the requirements of the ASX Listing Rules and any applicable laws). Participants will have no other rights to a change in the exercise price of 2020 LTI ESOP Options or the number of Shares to be issued and allotted on the exercise of 2020 LTI ESOP Options under the terms of the 2020 LTI ESOP.
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**LODGE YOUR VOTE**

-  **ONLINE**  
<https://investorcentre.linkgroup.com>
-  **BY MAIL**  
Straker Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
Telephone: 1300 553 550    Overseas: +61 1300 553 550



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Straker Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

**STEP 1**

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Canberra, Melbourne and Sydney) / 4:00pm (NZST) on Tuesday, 27 August 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/STG2024>.

**Important for Resolutions 5, 6, 7 & 8:** If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolutions 5, 6, 7 & 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**


**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

**STEP 2**

**Resolutions**

	For	Against	Abstain*		For	Against	Abstain*
<b>1</b> Auditor's Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>5</b> Issue of Options to Director – Grant Straker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> Election of Director – Ms Linda Jenkinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6</b> Issue of Options to related party of a Director – Merryn Straker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Re-Election of Director – Mr Stephen Donovan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>7</b> Issue of Options to Director elect – Linda Jenkinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> Approval of additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>8</b> Re-approval of the Employee Share Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* 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 votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)       Joint Shareholder 2 (Individual)       Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary       Director/Company Secretary (Delete one)       Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Companies Act 1993*.

**STEP 3**

**STG PRX2401N**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 the *Companies Act 1993*) 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Canberra, Melbourne and Sydney) / 4:00pm (NZST) on Sunday, 25 August 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Straker Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\*During business hours Monday to Friday (9:00am - 5:00pm)

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide

## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/STG2024>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

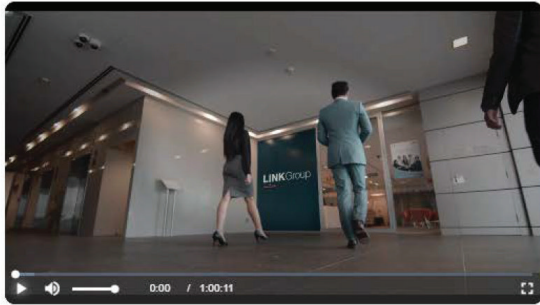
This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



## Link Market Services Meeting

**+**  
Get a Voting Card

**?**  
Ask a Question

### Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

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### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote | **Partial Vote**

**Resolution 1**    For    Against    Abstain

GENERAL BUSINESS

**SUBMIT VOTE**

### Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

### Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.



# Virtual Meeting Online Guide *continued*

## **2. Downloads**

View relevant documentation in the Downloads section.

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## **3. Voting closing**

Voting will end 15 minutes after the close of the Meeting.

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At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.