



## **Notice of Annual General Meeting**

**Annual General Meeting to be held on  
Wednesday, 15 October 2025 at 9:00am (AEDT)  
Level 15, 1 Farrer Place  
Sydney NSW 2000**

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting (AGM) of Ryder Capital Limited ACN 606 695 854 (Company) will be held on Wednesday, 15 October 2025 at 9:00am (AEDT) at Level 15, 1 Farrer Place, Sydney, New South Wales.

### **ORDINARY BUSINESS**

#### **1. Financial Statements and Reports**

To receive and consider the Financial Report, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2025.

#### **2. Motion 1 - Adoption of Remuneration Report**

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

*That the Remuneration Report contained in the Company's annual report for the year ended 30 June 2025 be adopted by the Company.*

#### **3. Motion 2 - Re-election of Director - Mr Ray Kellerman**

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

*That Mr Ray Kellerman, who retires in accordance with clause 15.6 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.*

#### **4. Motion 3 - Election of Director - Ms Lauren De Zilva**

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

*That Ms Lauren De Zilva, who was appointed by the Board in accordance with clause 15.10 of the Company's Constitution and, being eligible, offers herself for election, be elected as a Director of the Company.*

#### **5. Motion 4 - Appointment of Auditor**

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

*That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth), and for all other purposes, Pitcher Partners Sydney, having consented in writing and been duly nominated in accordance with section 328B of the Corporations Act 2001 (Cth), be appointed as auditor of the Company with effect from the conclusion of the AGM.*

#### **6. Questions and Comments**

Shareholders will be given a reasonable opportunity to ask questions about or comment on the Company's activities and the management of the Company.

## GENERAL INFORMATION

### Voting Entitlements

The Company has determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purposes of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7:00pm (AEDT) on Monday, 13 October 2025.

### Proxies

A shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies, who need not be members of the Company. Where more than one proxy is appointed, each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded.

A Proxy Form accompanies this Notice of AGM.

To be valid, online proxy voting or the completed Proxy Form must be submitted using one of the following methods so that it is received at least 48 hours before the time for holding the meeting (i.e. by no later than 9:00am (AEDT) on Monday, 13 October 2025):

- ❖ **Vote online** at <https://au.investorcentre.mpms.mufg.com>. To lodge your vote online, you will need your Security Reference Number (SRN) or Holder Identification Number (HIN) which is set out on the enclosed Proxy Form.
- ❖ **Hand Deliver** the Proxy Form to the office of the Company's Share Registry MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150.
- ❖ **Mail** the Proxy Form to Ryder Capital Limited C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235.
- ❖ **Fax** the Proxy Form to +61 2 9287 0309.

Further directions for the proper completion of the Proxy Form are set out in the Proxy Form.

### Voting by Attorney

A shareholder entitled to attend and vote at the AGM may appoint an attorney to vote at the AGM. Attorneys should bring an original or certified copy of the Power of Attorney to the AGM.

### Corporations

A corporation that is a shareholder or a proxy may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth), in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the start of the AGM. You can download an Appointment of Corporate Representative form by visiting <https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms>.

### Registration

If you are attending the AGM in person, please bring the personalised Proxy Form enclosed with this Notice of AGM with you to facilitate registration. If you do not bring the Proxy Form with you, you will still be able to attend the AGM, but at registration, our representatives will need to verify your identity. Registration will be available from 8:30am (AEDT) on the day of the AGM.

**By order of the Board**

**Mr Jonathan Swain  
Company Secretary**

**ENCLOSURE AND ACCESS TO ANNUAL REPORT**

Your personalised Proxy Form is enclosed with this Notice of AGM.

Shareholders can access the Annual Report from our website at: [www.rydercapital.com.au/asx-announcements](http://www.rydercapital.com.au/asx-announcements).

## EXPLANATORY NOTES

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These Explanatory Notes have been included to provide information about the items of business to be considered at the Company's AGM to be held on Wednesday, 15 October 2025 at 9:00am (AEDT).

### 1. Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the Company's Financial Statements, Directors' Report and Independent Auditor's Report will be presented for consideration. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of these reports. Shareholders will also have a reasonable opportunity to ask the current Auditor, Grant Thornton questions relevant to the conduct of the audit and the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

### 2. Remuneration Report

A motion for the adoption of the Remuneration Report must be considered and voted on in accordance with section 250R(2) of the *Corporations Act 2001* (Cth). The Remuneration Report forms part of the Directors' Report in the Company's Annual Report. The Remuneration Report details the Company's policy on the remuneration of its Directors. The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

**The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report. The Chairman of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.**

#### **Voting exclusion statement**

A vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

- ❖ a member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report; or
- ❖ a closely related party of such a member.

unless the vote is cast:

- ❖ by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- ❖ by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

### 3. Re-election of Director - Mr Ray Kellerman

Mr Ray Kellerman retires in accordance with clause 15.6 of the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director. Mr Kellerman was originally

appointed to the Board on 26 June 2015. He is currently the Chair of the Company's Audit and Risk Committee.

Ray has over 35 years of experience in the funds management and corporate and structured finance industries. Ray was with Perpetual Trustees Australia for 10 years before establishing his own compliance consulting and advisory business in 2001.

He currently acts as a director and audit, risk and compliance committee member for a number of major fund managers and financial services companies including as Chairman of Count Limited.

**The Board (other than Mr Kellerman who makes no recommendation in relation to his own re-election) recommends that shareholders vote in favour of this resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Kellerman.**

#### **4. Election of Director - Ms Lauren De Zilva**

On 4 March 2025, the Board appointed Lauren De Zilva as a director of the Company to fill a casual vacancy in accordance with clause 15.10 the Company's Constitution. Under the Constitution, any director appointed by the Board to fill a casual vacancy holds office until the next Annual General Meeting, at which time the director is eligible for election by shareholders.

Lauren has over 7 years of experience in equity markets having joined the Ryder Capital investment team in 2018 after completing an internship at Commonwealth Bank of Australia (CBA). She holds a Bachelor of Actuarial Studies and Bachelor of Applied Finance from Macquarie University and is a CFA charterholder. Lauren is currently a Portfolio Manager of Ryder Capital.

**The Board (other than Ms De Zilva who makes no recommendation in relation to her own election) recommends that shareholders vote in favour of this resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of the election of Ms De Zilva.**

#### **5. Appointment of Auditor**

The Board has reviewed the Company's external audit arrangements and has selected Pitcher Partners Sydney to be appointed as the Company's new Auditor. Pitcher Partners Sydney has consented to this appointment as required under the Corporations Act.

On 8 September 2025, ASIC consented in writing to Grant Thornton's resignation as auditor, in accordance with the requirements of section 329 of the Corporations Act. Accordingly, Grant Thornton will resign as auditor with effect from the conclusion of the AGM and, if Shareholders pass Resolution 5, the appointment of Pitcher Partners Sydney as Auditor will take effect at the close of the AGM.

Section 328B(1) of the Corporations Act requires that written notice of nomination of an auditor proposed to be appointed at a company's annual general meeting be received from a Shareholder of the Company. The Company has received notice from Peter Constable, who is a Shareholder of the Company, nominating Pitcher Partners Sydney as Auditor of the Company. A copy of that notice is attached to this Notice of Meeting.

**The Board considers the appointment of Pitcher Partners Sydney to be in the best interests of the Company and its shareholders and recommends that shareholders vote in favour of**

**the resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of the appointment of Pitcher Partners Sydney.**

## **6. Questions and Comments**

In addition to any questions asked or comments made in relation to the specific items of business, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the activities of the Company.

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**Attachment - Nomination of Auditor under Section 328B of the Corporations Act**

04 September 2025

Ryder Capital Limited  
Level 28, 88 Phillip Street  
Sydney NSW 2000

Attention: Mr Jonathan Swain, Company Secretary

Dear Mr Swain

**Notice of nomination of Pitcher Partners Sydney as Auditor of Ryder Capital Limited**

I, Peter Constable, being a member of Ryder Capital Limited ACN 606 695 854 (Company), hereby give notice pursuant to section 328B of the Corporations Act 2001 (Cth) nominating Pitcher Partners Sydney for appointment as Auditor of the Company at the next Annual General Meeting of the Company to be held on Wednesday 15 October 2025, or any adjournment or postponement of that meeting.

Yours sincerely



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Peter Constable

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