

24 September 2021

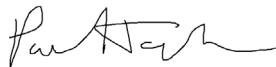
ASX ANNOUNCEMENT

SIMONDS GROUP LIMITED (SIO) NOTICE OF ANNUAL GENERAL MEETING 2021

Dear Sir/ Madam

Please find enclosed SIO's Notice of Annual General Meeting and Sample Proxy Voting Form.

Yours sincerely,



Paul Taylor
Company Secretary & General Counsel

SIMONDS GROUP LIMITED

ACN: 143 841 801

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of Shareholders of Simonds Group Limited ("the Company" or "Simonds Group") will be held by at **11.00am AEDT on Wednesday, 27th October 2021** ("the Meeting") for the purpose of transacting the business set out in this Notice of Annual General Meeting ("Notice").

VIRTUAL MEETING

The health and safety of the Company's shareholders, personnel and other stakeholders is the highest priority and the Company is acutely aware of the current circumstance resulting from the Covid-19, particularly in Victoria. Due to Covid-19 restrictions on public gatherings, and having regard to the temporary modifications to the *Corporations Act 2001* (Cth) ("Corporations Act") made by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* ("Amendment Act"), the Meeting will be held virtually and there will not be a physical meeting that shareholders can attend or vote at in person.

Shareholders will be able to virtually attend and watch the proceedings of the Meeting (which will be broadcast as a live webinar), submit text-base and verbal questions and vote on resolutions using the online platform Lumi AGM.

Shareholders will be able to participate in the Meeting via Lumi online platform from their computer, by entering the URL into their browser: <https://web.lumiagm.com/309315392>

If you choose to participate in the Meeting via the Lumi online platform, you can log in to the meeting by entering:

- The meeting ID (if required), which is 309315392
- Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.

Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details. This can be located at the AGM Information page <https://boardroomlimited.com.au/agm/simonds>

Further details of the procedures to be followed by shareholders, along with other important information to make use of these online platforms is set out in the Notes that accompany, and form part of, this Notice and in the Online Voting User Guide. In accordance with the Corporations Act (as modified by the Amendment Act), this Notice is being made available to shareholders electronically. To view this Notice or the Company's Annual Report and access the Lumi AGM online platform (or Online Voting User Guide)], please use the following link:

- <https://boardroomlimited.com.au/agm/simonds>

If you have been nominated as a third party proxy, or for any enquiries relating to virtual participation at Meeting, please contact the Company's share registry on 1300 737 760 (within Australia) and +61 2 9290 9600 (outside Australia).

While shareholders will be able to vote and ask questions at the Meeting, shareholders are encouraged to submit questions in advance of the meeting by email to the Company Secretary at company.secretary@simonds.com.au

Any questions submitted in this way must relate to the business of the Meeting as set out in this Notice and be received at least 48 hours before the scheduled start time for the Meeting. It is possible that there may not be time to address all shareholder questions at the Meeting. Shareholders are also strongly encouraged to consider voting in advance of the Meeting by lodging a duly completed proxy form prior to the cut-off for proxy voting (being 11:00am, 25th October 2021). Instructions for lodging proxies are included on the personalised proxy forms sent to shareholders along with this Notice.

If it becomes necessary or appropriate to make alternative arrangements for holding the Meeting, the Company will seek to provide shareholders with as much notice as possible by announcing any alternative arrangements to the ASX. Shareholders are encouraged to check for announcements at the ASX website www.asx.com.au, search code "SIO".

AGENDA

Item 1. Financial Statements and Reports

To receive and consider the Financial Report and the Reports of the Directors and Auditor for the financial year ended 30 June 2021.

Note: There is no vote on this item as no resolution will be required to be passed on this matter.

Item 2. Remuneration Report

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

"That the Remuneration Report contained in the Company's 2021 Annual Report for the financial year ended 30 June 2021 be adopted."

Note: In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and does not bind the Company or its Directors. Refer below for the voting exclusions that will apply in respect of this resolution. If this resolution attracts an 'Against' vote of less than 25%, the Board Spill Resolution set out in Item 5 will not need to be put to the Meeting.

Item 3. Re-election of Director – Piers O'Brien

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

"That Piers O'Brien a non-executive Director who retires by rotation in accordance with rule 3.6 of the Constitution of the Company and, being eligible, offers himself for re-election, be elected as a Director of the Company."

Note: biographical details for Mr O'Brien are set out in the attached Explanatory Statement.

Item 4. Election of Director - (Robert) Andrew Bloore

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

"That Mr (Robert) Andrew Bloore, a non-executive Director retiring in accordance with Rule 3.3 of the Constitution of the Company, being eligible, is elected as a Director of the Company."

Note: biographical details for Mr Bloore are set out in the attached Explanatory Statement.

CONTINGENT BUSINESS

Item 5. Board Spill Meeting

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

"That, subject to and conditional on at least 25% of the votes cast on the Resolution proposed in Item 2 (Remuneration Report) being cast against adoption of the Company's Remuneration Report for the financial year ended 30 June 2021:

- 1. an extraordinary general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this resolution;*
- 2. all of the Directors in office when the Board resolution to make the Directors' Report for the financial year ended 30 June 2021 was passed, and who remain in office at the time of the Spill Meeting (other than the Managing Director), cease to hold office immediately before the end of the Spill Meeting; and*
- 3. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."*

Note: The above resolution is conditional on at least 25% of the votes cast on the resolution proposed in Item 2 (Remuneration Report) being against the adoption of the Remuneration Report. If you don't want the spill meeting to take place - vote "AGAINST" this resolution. If you want the spill meeting to take place – vote "FOR" this resolution.

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting in accordance with the Company's Constitution.

Voting exclusions

The Corporations Act and the ASX Listing Rules require that voting restrictions apply to the Company's key management personnel ("KMP") and their closely related parties ("CRPs") in relation to the resolution in Item 2 (Remuneration Report) (and the resolution in Item 5 (Board Spill Meeting) if required). A vote must not be cast, and the Company will disregard any votes cast, in any capacity on the resolution in Item 2 (Remuneration Report) (and the resolution in Item 5 (Board Spill Meeting) if required) by or on behalf of:

- a) a member of KMP whose remuneration is disclosed in the Remuneration Report; and
- b) their Closely Related Parties ("CRPs"),

as well as any votes cast as a proxy on the resolution in Item 2 (or the resolution in Item 5 if required) by a member of the KMP at the date of the Meeting and their CRPs, unless the vote is cast:

- c) as proxy for a person who is entitled to vote in accordance with a direction in the proxy form; or
- d) by the Chairperson as proxy for a person who is entitled to vote and the Chairperson has received express authority to vote undirected proxies as the Chairperson sees fit on the resolution even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Definitions

KMP has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

A CRP of a member of the KMP means:

- a) A spouse or child of the member;
- b) A child of the member's spouse;
- c) A dependant of the member or the member's spouse;
- 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 dealing with the entity;
- e) A company the member controls; or
- f) A person prescribed by the Corporations Act.

Please refer to the Notes and Explanatory Memorandum for further information on the proposed resolutions. The accompanying Notes and Explanatory Memorandum form part of this Notice.

By Order of the Board



24 September 2021
Paul Taylor
Company Secretary

NOTES

WHO MAY VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board of the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the Company's register of shareholders as at 7.00 pm (AEDT) on 25th October 2021. This means that any Shareholder registered at 7.00 pm (AEDT) on 25th October 2021 is entitled to attend and vote at the Meeting.

PROXIES

A Shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- a) A proxy need not be a Shareholder.
- b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint not more than two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- c) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- d) A proxy form accompanies this Notice.
- e) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstains from voting.
- f) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the proxy form provided along with this Notice and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- g) A proxy has no power to act for a Shareholder at a meeting at which the Shareholder is present.
- h) The proxy must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- i) If any attorney or authorised officer signs the proxy form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the form of proxy.
- j) The proxy form (together with any relevant authority) must be received at least 48 hours before the time for which the Meeting has been called or, if the Meeting has been adjourned, at least 48 hours before the resumption of the Meeting.

You can lodge your completed proxy form, letter of representation or power of attorney:

- Online: <https://votingonline.com.au/sio2021>
- By fax: +61 2 9290 9655
- By mail to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
- In person: Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 Australia

Shareholders are encouraged to submit their proxy forms online or by facsimile. If you wish to post a proxy form, please be aware of current postal timeframes, including the possibility of delays due to Covid-19 regulations and reduced frequency of deliveries by postal services.

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. Alternatively, corporate Shareholders can submit a proxy form in accordance with the instructions set out above.

ATTENDING AND VOTING AT THE MEETING

Shareholders will be able to virtually attend and watch the proceedings of the Meeting (which will be broadcast as a live webinar), ask text-based and verbal questions and vote using the online platform Lumi AGM (refer to details above). Voting on all resolutions to be considered at the Meeting will be conducted by a poll. Shareholders will not be able to attend, or vote at, the Meeting in person.

TECHNICAL DIFFICULTIES

It is possible that technical difficulties may arise during the course of the Meeting. The Chairman has a discretion as to whether and how the Meeting should proceed if that occurs. Where the Chairman considers it to be appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting polls on the resolutions included as items of business in the Notice. To reduce the risk of technical difficulties interfering with the ability to vote at the Meeting, shareholders should lodge a duly completed proxy form no later than 48 hours before the commencement of the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Meeting.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the items of business (including proposed resolutions) set out in the Notice. Both documents should be read in their entirety and in conjunction with each other.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

At this Meeting, the Shareholders will consider the Company's financial statements and the Directors' and Auditor's Reports for the Company for the year ended 30 June 2021.

Shareholders are not required to vote on the financial statements. However, shareholders will be given reasonable opportunity at the Meeting to raise questions on the financial statements and reports. Shareholders will also be able to ask the a representative of the Company's auditor questions relevant to the audit of the financial statements and reports.

ITEMS 2: REMUNERATION REPORT

The Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company. Nevertheless, the Board will consider the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Annual Report for the year ending 30 June 2021.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Remuneration Report for the year ended 30 June 2021:

- Describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between remuneration of executives and the Company's performance;
- Sets out the remuneration arrangements for Key Management Personnel; and
- Explains the difference between the basis for remunerating Non-Executive Directors and Senior Managers.

Voting consequences – Remuneration Report

The Directors' Report in the Annual Report for the year ended 30 June 2021 contains (in a separate and clearly defined section) a Remuneration Report which sets out the remuneration policy of the Company and reports the remuneration arrangements in place for specified executives and the Directors of the Company.

The Company is required by 250R of the Corporations Act to put to the vote at the annual general meeting a resolution that the Remuneration Report be adopted. The Company is also required to inform Shareholders in the notice of the annual general meeting that a resolution to this effect will be put at the meeting.

Before calling for votes in relation to this Item 2, the Chairman of the meeting will allow a reasonable opportunity for the Shareholders present to ask questions about, or make comments on, the Remuneration Report.

It should be noted that, in accordance with section 250R(3) of the Corporations Act, the vote on Item 2 is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the Shareholders will be required to vote at the second of those annual general meetings on a resolution ("spill resolution") that another meeting will be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

At the 2020 Annual General Meeting, the Company received votes against its Remuneration Report representing 64.31 per cent of the votes cast by persons entitled to vote. In other words, the Company received a 'first strike' against its 2020 Remuneration Report.

It should be noted that due to the high concentration of ownership in the Company's share register, a significant number of shares held by directors, management and their associates were excluded from voting on the Remuneration Report. The first strike arose from votes against the Remuneration Report cast by a relatively small number of shareholders. Furthermore, the Company did not receive any questions related to the report or any adverse feedback in relation to its remuneration practices at the 2020 AGM.

The Company is not aware of any specific concerns regarding its approach to remuneration matters. Nevertheless, since the 2020 AGM, the Company has engaged with investors, key shareholders, and other relevant groups as part of its stakeholder engagement process.

The Board continues to review our approach to executive remuneration, to ensure it is fit for purpose. Notable changes to the framework include:

1. A 25 per cent reduction in Directors' fees which was maintained for the six months till December 2020 whilst the COVID-19 effect on the industry was being understood.
2. A Performance Framework has been developed to be adopted throughout the Company in FY22.
3. The Company's STI program has been reviewed and a number of changes will take effect in FY22.

Details of all the changes are set out in the Remuneration Report.

However, if the votes cast against the 2021 Remuneration Report again exceed 25% of the votes cast, the Company will receive a 'second strike' and the resolution in Item 5 (Board Spill Meeting) will be put to the Meeting. Further detail is included in the Notes to Item 5.

Recommendation

The Board recommends shareholders vote in favour of adoption of the Remuneration Report. The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution where permitted by law to do so.

ITEMS 3 AND 4: RE-ELECTION AND ELECTION OF DIRECTORS – PIERS O'BRIEN AND (ROBERT) ANDREW BLOORE

In accordance with rule 3.6 of the Company's Constitution, at every annual general meeting, one third (or if that is not a whole number, the whole number nearest to one third) of the Company's Directors (who are not appointed, and required to retire, under rule 3.3) must retire from office by rotation and are eligible for re-election. At the Company's last annual general meeting on 24th November 2020, the following individuals were elected (or re-elected, as the case may be) to the Board of Directors of the Group:

- Mr Iain Kirkwood as an independent, non-executive Director; and
- Mr Kelvin Ryan as a Managing Director.

The nominated Director to retire at this annual general meeting and who, being eligible, have put themselves forward for re-election as Director of the Company is Mr Piers O'Brien, who is a non-executive Director.

ITEM 3: RE-ELECTION OF MR PIERS O'BRIEN AS DIRECTOR

Piers O'Brien was appointed to the Board in September 2017.

Piers is a qualified lawyer with over 20 years' professional experience. Piers is a member of the Company's Nomination & Remuneration Committee. Piers has spent the last 15 years working in in-house legal roles as both General Manager Legal and General Counsel. During this time, he managed the legal function at ASX 200 company Skilled Group Limited for approximately 8 years and for the last 7 years has been the General Counsel and then the Chief Operating Officer of the Simonds Family Office.

Piers started his career in private practice with K&L Gates Lawyers (and its predecessor firms) where he spent 8 years specialising in mergers and acquisitions, corporate transactions and board advisory work.

Recommendation

The Board (excluding Mr Piers O'Brien) unanimously recommends that shareholders vote in favour of the re-election of Mr Piers O'Brien as Director of the Company.

ITEM 4 – ELECTION OF MR (ROBERT) ANDREW BLOORE AS DIRECTOR

Andrew Bloore was appointed to the Board in July 2021.

Andrew is an experienced Non-Executive Director, Entrepreneur, and farmer. He has designed, built and sold a number of businesses focussed on the development of key disruptive technologies and distribution services in traditional markets, to create business efficiencies including Smartsuper, SuperIQ and Class Super. Andrew has worked on a range of Senate and Treasury Committees, and with the Australian Taxation Office Regulations Committee on regulation of the superannuation industry.

In 2016, Andrew sold his superannuation administration business to AMP, stepped down from the Senate and Treasury Committees and is now focused on contributing to the organisations as a Non-Executive Director. Andrew is currently Chairman of Guild Group and an independent, Non-Executive Director of IOOF Limited. Andrew is also a Non-Executive Director of Simonds Family Office Pty Ltd. Andrew has been appointed as the Chair of the Group's Nomination & Remuneration Committee and as a member of the Group's Audit & Risk Committee.

Recommendation

The Board (excluding Mr Andrew Bloore) unanimously recommends that shareholders vote in favour of the election of Mr Andrew Bloore as Director of the Company.

ITEM 5 – BOARD SPILL MEETING (CONDITIONAL)

This resolution is a 'conditional' resolution. It will only be put to the Meeting if at least 25% of the votes cast on the Resolution in Item 2 to adopt the 2021 Remuneration Report are cast against that Resolution.

The Corporations Act provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against adoption, members be given the opportunity to vote on a resolution in the form of the resolution in Item 5 at the second meeting (the "two strikes" rule). As mentioned above, more than 25% of votes were cast against adoption of the Remuneration Report at the Company's last Annual General Meeting. This constitutes a first strike. Accordingly, the resolution in Item 5 will only need to be put to the Meeting if there is a second strike because at least 25% of the votes cast, or likely to be cast, are against adopting the 2021 Remuneration Report.

If put, this resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of shareholders entitled to vote on the matter.

If this resolution is passed, and becomes effective based upon the results of the votes cast on Item 2, then the Company must hold a further general meeting ("Spill Meeting") within 90 days after the Meeting to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If a Spill Meeting is held, the following Directors (the "Relevant Directors") will automatically cease to hold office as Directors of the Company at the conclusion of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at that meeting:

- Iain Kirwood, Independent Non-Executive Director;
- Piers O'Brien, Non-Executive Director;

- Andrew Bloore, Non-Executive Director; and
- Mark Simonds, Executive Director.

Even if Piers O'Brien and Andrew Bloore, who are seeking re-election and election, respectively, at the Meeting, are elected at the Meeting, they will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting. The Managing Director, Rhett Simonds, will not be required to stand for re-election at the Spill Meeting and will continue to hold office as Director at the conclusion of the Spill Meeting.

Each of the Relevant Directors would be eligible to seek re-election at the Spill Meeting. However, there is no assurance that any of them would do so.

Recommendation

The Board unanimously recommend that shareholders vote AGAINST the resolution proposed in Item 5 if it is put to the Meeting.

The Chairman of the Meeting intends to vote all 'open' proxies AGAINST Item 5 if it is put to the Meeting where permitted by law to do so.

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

☎ **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 11:00am on Monday 25th October 2021**.

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/sio2021>

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:

- 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.
- 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. 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 a member of Simonds Group Limited's KMP.

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. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

A proxy form (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 **11:00am on Monday 25th October 2021**. 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://votingonline.com.au/sio2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

The meeting will be conducted as a virtual meeting that you can watch, submit questions and vote at via the Lumi AGM online platform (refer to details in the Notice of Meeting). If you wish to attend the meeting virtually please bring this form with you to assist registration.

SIMONDS GROUP LIMITED

ACN: 143 841 801

☐

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 **Simonds Group 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 individual 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 virtually (<https://web.lumiagm.com/309315392>) on **Wednesday, 27th October 2021 at 11:00am** and at any adjournment or postponement 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 and to the extent permitted by law, as the proxy sees fit.

Chair of the Meeting authorised 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 the resolutions in Items 2 and 5 in the notice for the Meeting, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of the resolutions in Items 2 and 5 even though those resolutions are connected with the remuneration of a member of the key management personnel for the Company, which includes the Chair of the Meeting.

The Chair of the Meeting intends to vote all undirected proxies in favour of the resolutions in Items 1 – 4 in the notice for the Meeting and against the resolution in item 5 in the notice for the Meeting (if that resolution is put to the meeting). 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.

	Ordinary Business	For	Against	Abstain*
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Piers O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Director – (Robert) Andrew Bloore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Contingent Business			
Item 5	Board Spill Meeting (If the Resolution in Item 2 incurs second strike)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Directors recommend you vote **FOR** the Resolutions in Items 2, 3 and 4 and that you vote **AGAINST** the Resolution in Item 5.

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 / Sole Director (no Company Secretary)

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021