



NOTICE OF ANNUAL GENERAL MEETING 2024

Notice is given that the Annual General Meeting of the Shareholders of Engenco Limited will be held as a **hybrid meeting virtually online and in-person** at:

Level 19, 181 William Street (Offices of Baker McKenzie), Melbourne, Victoria

On Wednesday, 20 November 2024 at 10.00 am (Melbourne time).

Register in advance for the virtual meeting:

https://uso2web.zoom.us/webinar/register/WN_VKEhDW-7QWOk_i28LJPh5w

Registration on the day will commence at 9.30am (Melbourne Time)

ENGenco LIMITED

ABN 99 120 432 144

Level 14

140 William Street

Melbourne, Victoria 3000

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18 October 2024

Dear Shareholder,

I am pleased to invite you to the 2024 Annual General Meeting of Engenco Limited (ASX:EGN) **to be held on Wednesday, 20 November 2024 at 10am (Melbourne Time)**. The Meeting will be a hybrid format where Shareholders have the option to attend **virtually online or in-person at Level 19, 181 William Street (Offices of Baker McKenzie), Melbourne, Victoria**.

Shareholders wishing to attend virtually may be present online and vote through the online platform provided by the Company's share registry at <https://investor.automic.com.au/#/home> on their smartphone, tablet or computer.

Shareholders are strongly encouraged to register in advance for the virtual meeting at:

https://us02web.zoom.us/webinar/register/WN_VKEhDW-7QWOk_i28LJPh5w

Further information regarding online attendance at the Meeting (including how to register and vote, as well as how to lodge an online Proxy) is set out in the Company's Online Meeting Guide, which is attached to this Notice of Meeting. Online pre-registration for virtual attendance is open from the date of the Notice of Meeting.

PROXY FORMS

If you are attending the Annual General Meeting in-person and have not lodged a Proxy Form, please bring the blank Proxy Form with you to assist with registration on the day of the Meeting.

If you are not attending the Annual General Meeting, you can lodge a completed Proxy Form online, by mail, email, facsimile, or in-person. Further information regarding proxy lodgement is set out in the Proxy Form and the Company's Online Meeting Guide, which are attached to this Notice of Meeting.

Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the Proxy Form. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the 'Proxies and Voting' instructions enclosed.

Please be aware that online Proxy Forms need to be received by the Share Registry no later than 10.00am (Melbourne time) on Monday 18th November 2024.

ANNUAL FINANCIAL REPORT

Engenco Limited has adopted regulations that enable the Company to no longer distribute a hard copy Annual Financial Report, unless a Shareholder has elected to receive a hard copy.

In accordance with the Corporations Act, the Company advises that a copy of the Annual Financial Report for the year ended 30 June 2024 is available on the Company's website www.engenco.com.au by following the links to Investor Centre > Annual Report.

VOTING ENTITLEMENTS

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that all securities of the Company that are quoted securities at 10.00am on Monday 18th November 2024 (Melbourne time) will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board



Meredith Rhimes

Company Secretary

AGENDA

Ordinary Business

1. ANNUAL FINANCIAL REPORT

To receive and consider the Annual Financial Report of the Company, comprising the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2024.

Note: This item of business does not require shareholders to vote on a resolution or adopt the received reports.

2. ADOPTION OF THE REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report (contained in the Directors' Report) for the year ended 30 June 2024 is adopted."

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company.

Note: Please refer to the Voting Exclusion Statement on page 4 of this Notice.

3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION) – DALE ELPHINSTONE

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

"That Dale Elphinstone, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

4. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION) – KELLY ELPHINSTONE

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

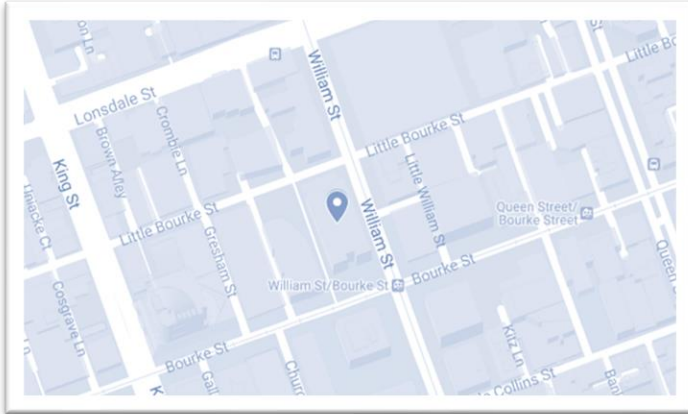
"That Kelly Elphinstone, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

5. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION) – CHRIS MCFADDEN

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

"That Chris McFadden, who was appointed as a Director of the Company on 17 April 2024 retires in accordance with Clause 11.12 of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

GETTING THERE



RAIL:

Flagstaff and Southern Cross Station are both under 500 metres away.

TRAM:

The closest tram stops are Bourke Street- Tram No. 86, 95 and 96 and at William Street - Tram No. 55.

CAR PARKING:

Public car parking is available close to the building at Secure Parking on 570 Bourke Street.

TAXI:

Concierge can assist with hailing taxis, or a taxicab rank is located between Little Collins Street and Bourke Street.

ORDINARY BUSINESS

1. 2024 ANNUAL FINANCIAL REPORT

The 2024 Annual Financial Report, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2024 will be laid before the Meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2024 Annual Financial Report and the management of the Company.

This statement does not require voting by Shareholders. No resolution is required to be moved in respect of this item.



2. ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2024 (NON-BINDING RESOLUTION)

The Corporations Act requires that the Remuneration Report be presented to the Shareholders of the Company for consideration and adoption.

The Directors' Report of the Company for the financial year ended 30 June 2024, which is set out on pages 18 - 32 of the 2024 Annual Financial Report, contains within it a separate and clearly identified section which contains the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the Annual General Meeting are against the adoption of the Remuneration Report, then:

- a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2025 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- b) if, at the Company's 2025 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2025 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by resolution of the Board. The Directors have resolved in favour of the Remuneration Report and recommend it to Shareholders for adoption. Shareholders will also be given reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Voting Exclusion Statement:

The Company will disregard all votes cast on Agenda Item 2 by, or on behalf of:

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2024; or
- a Closely Related Party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Agenda Item 2 by a KMP or a Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Agenda Item 2; or
- the proxy is the Chairman of the meeting and the appointment of the Chairman as proxy specifies the way the proxy is to vote on Agenda Item 2 and expressly authorises the Chairman to vote as the proxy decides even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or a KMP of an entity which is part of the consolidated group of the Company.

A breach of voting restrictions may be an offence under the Corporations Act.

3. RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION) – DALE ELPHINSTONE

Pursuant to the Constitution of the Company, one-third of the Directors (excluding the Managing Director) or, if their number is not a multiple of three, the number nearest to one third, are required to retire by rotation at each Annual General Meeting. The Company has six Directors, one of whom is the Managing Director.

Dale Elphinstone retires by rotation and being eligible offers himself for re-election.

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

Dale Elphinstone AO

FAICD

Dale is the Executive Chairman of the Elphinstone Group which he founded in 1975. Dale has considerable experience in the engineering, manufacturing, mining, and heavy machinery industries and among other things is the longest serving Caterpillar dealer principal in Australia, having acquired the Caterpillar dealership in Victoria

and Tasmania in 1987. Dale was the Co-Chair of the Joint Commonwealth and Tasmanian Economic Council from 2014 – 2017 and remains Chair of the industry members of this Council. From 2020 – 2021 he was a member of the Tasmanian Premier's Economic and Social Recovery Advisory Council and was a director of the Tasmanian Health Organisation North-West until 30 June 2015. He was a director of Caterpillar subsidiary, Caterpillar Underground Mining Pty Ltd from 1995 until December 2008 and formerly publicly listed Queensland Gas Company Limited from October 2002 to November 2008. Dale was also a director of ASX listed National Hire Group Limited until December 2011.

RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION) – KELLY ELPHINSTONE

Kelly Elphinstone retires by rotation and being eligible offers himself for re-election.

The Board (with Ms. Elphinstone abstaining) recommends that Shareholders vote in favour of this resolution.

Kelly Elphinstone

Adv Dip Bus (Mktg), GAICD

Kelly has been part of the Elphinstone Group of Companies for 30 years and currently holds the position of Executive Director. Kelly has held several leadership roles, predominantly within the Mining Equipment, Technology and Services (METS) and Earthmoving industries, the most recent being Managing Director of the Elphinstone Group's underground mining manufacturing business. Kelly studied Marketing at RMIT, has completed an executive leadership program with Stanford University and is a Graduate of the AICD Company Director's program. Kelly holds multiple directorships (including a Chair position) and participates on various Government advisory councils.

RE-ELECTION OF DIRECTOR (ORDINARY RESOLUTION) – CHRIS MCFADDEN

Chris McFadden retires by rotation and being eligible offers herself for re-election.

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

Chris McFadden

MBA, BCom, LLB

Chris is a lawyer and has more than 20 years' experience in senior management roles with a deep

understanding of the resources sector, international markets and M&A activities in particular. Chris previously held the role of Manager, Business Development at Newcrest Mining Limited and before that was Head of Commercial, Strategy and Corporate Development at Tigers Realm Coal Limited. Prior to his time at Tigers Realm, he was a Commercial General Manager at Rio Tinto where he had a 12-year career spanning legal and commercial roles. Chris is currently the Chair of NexGen Energy Limited (which is listed on the ASX, New York Stock Exchange and Toronto Stock Exchange), and a Director of Toronto Stock Exchange listed company, IsoEnergy Limited.

PROXIES AND VOTING

ELIGIBILITY TO VOTE

You will be eligible to vote at the Meeting if you are registered as a holder of Engenco Limited shares at 10.00am (Melbourne time) on Monday 18th November 2024.

APPOINTING A PROXY

If you are entitled to attend and vote at the Meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of Engenco Limited and may be an individual or body corporate. A proxy form is included with this Notice of Meeting. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you appoint two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents. If you require a second proxy form, please contact the Company Secretary on +61(0)3 8620 8900.

If you appoint as proxy a member of the KMP, you may wish to specify the way the proxy is to vote on the Remuneration Report resolution (Agenda Item 2). If you do not specify the way in which the proxy is to vote on the Remuneration Report resolution, the member of the KMP will not be entitled to exercise your proxy in respect of that resolution, except if the proxy is the Chair of the Meeting. If you

sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the Meeting as your proxy.

HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chair of the Meeting intends to vote undirected proxies and all other available proxies in favour of each resolution, even if he has an interest in the outcome of the resolution or they are connected directly or indirectly with the remuneration of a member of the Company's KMP, and even if votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

If you appoint the Chair of the Meeting as your proxy (or if he may be appointed by default) and expressly authorise the Chair to vote as the proxy decides, you expressly authorise the Chair to vote in favour of each resolution unless:

- (a) you expressly authorise the Chair to vote against or abstain from voting on the resolution; or
- (b) (in relation to the resolutions in respect of Agenda Item 2) you are a KMP or a Closely Related Party of a KMP; or

Engenco Limited encourages all Shareholders who submit proxies to direct their proxy how to vote on each item of business.

QUESTIONS FROM SHAREHOLDERS

In addition to asking questions at the Meeting, Shareholders may submit written questions to the Chair about the management of the Company or to the Company's auditors about the content of the Auditor's Report and the conduct of the audit in advance of the Meeting by email to:

Engenco.InvestorRelations@engenco.com.au

Questions must be received no later than **Monday, 18 November at 10.00am (Melbourne Time)**.

Copies of written questions and answers will be available at the Meeting.

Shareholders attending virtually will have an opportunity to ask questions during the Meeting. If a Shareholder wishes to ask their question verbally during the Meeting, they may do so by advising the moderator via the Q&A function during the Meeting.

CORPORATE SHAREHOLDERS

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of Engenco Limited.

Shareholders may obtain an 'Appointment of Corporate Representative' form from the Company's share registry.

Authorised representatives attending the Meeting virtually will be required to confirm this authority as part of the online voting process.

YOUR PRIVACY

Attendees at the Meeting (whether in-person or virtually) may be video recorded and the recording

may be used at the discretion of ASX for security or broadcast purposes.

GLOSSARY

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP for an entity means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Commonwealth) for the purposes of this paragraph.

Company means Engenco Limited (ACN 120 432 144).

Corporations Act means the Corporations Act 2001 (Commonwealth) as amended or replaced from time to time.

Directors mean the directors of the Company.

Dollar or "**\$**" means Australian dollars.

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

KMP means key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly and includes the Company's directors and certain senior executives.

Notice of Meeting means the notice convening the 2024 Annual General Meeting of the Company including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.

Remuneration Report means the Remuneration Report which forms part of the Directors' Report of Engenco Limited for the financial year ended 30 June 2024 and which is set out on pages 20 to 22 of the Company's 2024 Annual Financial Report.

Resolutions means the resolutions proposed in the Notice of Meeting.

Shareholder means a shareholder of the Company and **Shareholders** has a corresponding meaning.

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.

ONLINE MEETING GUIDE

Venue – Virtual Meeting

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual Meeting here:

https://us02web.zoom.us/webinar/register/WN_VKEhDW-7QWOk_i28LJPh5w

After registering, you will receive a confirmation email containing information on how to attend the virtual Meeting on the day of the Meeting.

Shareholders will be able to vote and ask questions at the virtual Meeting using the online platform.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing at least 48 hours before the Meeting to engenco.investorrelations@engenco.com.au.

The Company will also provide Shareholders with the opportunity to ask questions using the online platform during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Voting virtually on the day of the Meeting

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. Pre-registration is open from the date of the Notice of Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website at:

<https://investor.automic.com.au/#/home>

Click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual Meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual Meeting is open, click on 'Meeting open for voting' and follow the steps.

Where can I find more information?

For more information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at:

<https://www.automicgroup.com.au/virtual-agms>

For more information on how to register and vote online please see the **Virtual Meeting – Shareholder Registration and Voting Guide** at:

<https://www.automicgroup.com.au/virtual-agms>

Your proxy voting instruction must be received by **10.00am (AEST) on Monday, 18 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

