

Letter to Shareholders regarding Annual General Meeting

Perth, Australia – 7 September 2022: Mader Group Limited (ASX:MAD) will hold its Annual General Meeting on Friday, 7 October 2022 commencing at 9:00 am (WST) at Mader Group Limited, Hkew Alpha Building, 2 George Wiencke Drive, Perth Airport, WA 6105.

NOTICE OF MEETING

In accordance with 110D(1) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless the shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the website link <https://www.madergroup.com.au/investor-centre/asx-announcements>.

ATTENDING AND VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may consider whether the Shareholder may be admitted to the physical Meeting, and if admitted, their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting given the ongoing impact of COVID-19. The Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting to avoid the risk that physical attendance at the Meeting may be restricted in accordance with applicable Government restrictions. If any changes are required, the Company will advise Shareholders by way of announcement on ASX and the details will also be made available on our website at www.madergroup.com.au

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited by:

Internet:

Log on to www.investorvote.com.au

If you are a custodian and an Intermediary Online subscriber, you can log on to www.intermediaryonline.com

Post:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria
3001 Australia

Fax:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555



Your proxy voting instruction must be received by 9:00am (WST) on Wednesday, 5 October 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

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About Mader Group Limited

Mader Group Limited (ASX:MAD) is a global leader in the provision of specialist technical services across multiple industries. Today, the Company's well-established labour market platform allows it to connect a global network of over 350 customers to a skilled in-house workforce of approximately 2,200+ personnel on flexible, fit for purpose, and cost-effective teams. Mader was named 2021 Contract Miner of the Year at the Australian Mining Prospect Awards, 2021 Most Trusted Mining and Civil Contractor by the Australian Enterprise Awards and Employer of the Year at the 2021 RISE Business Awards sponsored by Business News.

Contacts

Chief Executive Officer

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Chief Financial Officer

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Investor Relations & Media

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Approved for release by the Board of Mader Group Limited





MADER

Notice of Annual General Meeting

MADER GROUP LIMITED
ABN 51 159 340 397

NOTICE OF ANNUAL GENERAL MEETING

**FOR THE FINANCIAL YEAR ENDED
30 JUNE 2022**

NAME OF ENTITY & ABN

Mader Group Limited, ABN 51 159 340 397 ('Mader')

Notice is given that the Meeting will be held at:

TIME:	9:00am AWST
DATE:	Friday, 7 October 2022
PLACE:	Mader Group Limited Hkew Alpha Building 2 George Wiencke Drive Perth Airport WA 6105

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm AWST on 5 October 2022.

BUSINESS OF THE MEETING

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2022 which includes the Financial Report, the Director's Report, the Remuneration Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve the Annual Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2022 be adopted.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and feedback from Shareholders on the Remuneration Report at the meeting when considering the Company's remuneration policies.

Voting Exclusion for Resolution 1: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel whose remuneration is included in the Remuneration Report for the year ended 30 June 2022, and any Closely Related Party of those members (regardless of the capacity in which that vote is cast), as well as any votes cast as a proxy by a member of the Company's Key Management Personnel on the date of the Meeting and a Closely Related Party of those members unless the vote is cast on this resolution:

- a) as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- b) as proxy for a person entitled to vote on Resolution 1 by the Chair of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chair decides.

If you do not wish the Chair of the Meeting to vote in favour of Resolution 1 as your proxy, it is important that you complete the voting directions in respect of those items in the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JAMES (JIM) WALKER

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

“That, for the purpose of Article 6.3(b) of the Constitution, and for all other purposes, Mr James (Jim) Walker retires, and being eligible, is re-elected as a Director.”

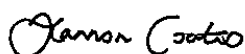
4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR LUKE MADER

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

“That, for the purpose of Article 6.3(b) of the Constitution, and for all other purposes, Mr Luke Mader retires, and being eligible, is re-elected as a Director.”

Dated: 7 September 2022

By order of the Board



Shannon Coates
Company Secretary

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

A Proxy Form is enclosed with the Notice. This is to be used if you wish to appoint a representative (a 'proxy') to vote in your place. All Shareholders are invited and encouraged to attend the Meeting or, if you are unable to attend in person, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

LODGEMENT OF PROXY DOCUMENTS

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (ie. a power of attorney) or a certified copy of it, must be received by the Company at least 48 hours before the start of the Meeting (ie. by 9:00am (AWST) on Wednesday, 5 October 2022). Proxy appointments received after this time will be invalid for the Meeting.

Details on how to lodge your Proxy Form are set out on the Proxy Form.

CHAIR'S VOTING INTENTIONS

The Chair intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chair intends to vote undirected proxies, the Company will make an announcement to the market.

If the Chair is appointed as your proxy and you do not direct the way the Chair is to vote, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 1587.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions. This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice.

1. FINANCIAL STATEMENTS

While this item does not require a formal resolution to be put to the Meeting, Shareholders will be offered the opportunity to ask questions above, or make comments on, the matters contained in the Annual Report at the Meeting.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on the Company's website at www.madergroup.com.au.

Shareholders will be offered the following opportunities:

- a) discuss the Annual Report;
- b) ask questions about, or make comment on, the management of the Company;
- c) ask questions about, or make comment on, the Remuneration Report;
- d) ask the auditor questions about:
 - i. the conduct of the audit;
 - ii. the preparation and content of the Auditor's Report;
 - iii. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - iv. the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- a) the content of the Auditor's Report; and
- b) the conduct of the audit of the Financial Report, may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Company's Remuneration Report is contained in the Annual Report. The Remuneration Report sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Executive and Non-executive Directors. You can obtain a copy of the 2022 Annual Report using the method described in the Explanatory Notes to item 1 above.

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report. The Directors will however consider and take into account the outcome of the vote and feedback from shareholders on the Remuneration Report when reviewing the Company's remuneration policies going forward.

The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Board Recommendation

The Board recommends shareholders vote in favour of this Resolution 1.

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS – MESSERS JAMES (JIM) WALKER AND LUKE MADER

3.1 General

Article 6.3(b) of the Constitution requires that a Director must retire from office no later than the later of:

- i. the third annual general meeting of the Company; or
- ii. 3 years following that Director's last election or appointment, with the exception of the Managing Director (or equivalent).

A Director who retires under Article 6.3(b) of the Constitution is eligible for re-election.

Mr James (Jim) Walker was appointed a Director on 1 January 2019. He was last re-elected to the Board of Mader Group Ltd at the Company's General Meeting on 22 February 2019.

Mr Luke Mader was appointed a Director on 4 July 2012. He was last re-elected to the Board of Mader Group Ltd at the Company's Annual General Meeting on 20 November 2019.

Messrs Walker and Mader each retire at this Meeting and, being eligible, each seek re-election.

3.2 Qualifications and other material

Mr James (Jim) Walker – Non-executive Chairman

Mr Walker has over 45 years' experience in the resources sector. He was previously the Managing Director of WesTrac, a director of Seven Group Holdings Ltd, the National Hire Group Ltd and formerly the Non-Executive Chairman of Macmahon Holdings Ltd (ASX: MAH) having been a member of the Macmahon board since 2013. Mr Walker is currently Chair of Austin Engineering Ltd (ASX: ANG), MLG Oz Ltd (ASX: MLG), State Training Board, WA Motor Museum, RACWA Holdings Pty Ltd and RAC Insurance Pty Ltd. He has also been a past State and National President of the Australian Institute of Management.

Mr Walker is currently a member of the Audit and Risk Committee and Remuneration and Nomination Committee. Mr Walker has confirmed he has sufficient time to fulfil his responsibilities as a Director.

Mr Luke Mader – Executive Director

Mr Mader is the founder of Mader Group Ltd. He is trade qualified with over 20 years' experience in the mining services industry and has built Mader Group to over 2,200+ employees after realising an underserved 'niche' in the industry. He has impressive reputation across major mining regions of Australia and now the world and leads Mader Group's strategic growth and development to foster global expansion.

Mr Mader is currently a member of the Audit and Risk Committee and Remuneration and Nomination Committee. Mr Mader has confirmed he has sufficient time to fulfil his responsibilities as a Director.

3.3 Independence

If elected, the Board considers Mr Walker will be an independent Director.

If elected, the Board does not consider Mr Mader will be an independent Director as he is employed in an executive capacity with the Company and as he is a significant shareholder in the Company.

3.4 Board Recommendation

The Board (other than Mr Walker in respect of Resolution 2) supports the election of Mr James (Jim) Walker and recommends that Shareholders vote in favour of Resolution 2 on the basis that Mr Walker's skills and experience as outlined above, have and will continue to support the Company in achieving its strategic objectives.

The Board (other than Mr Mader in respect of Resolution 3) supports the election of Mr Luke Mader and recommends that Shareholders vote in favour of Resolution 3 on the basis that Mr Mader's skills and experience as outlined above, have and will continue to support the Company in achieving its strategic objectives.

GLOSSARY

Annual General Meeting or **Meeting** means the Annual General Meeting convened by this Notice to be held on Friday, 7 October 2022.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2022.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX Limited, as the context requires.

ASX Listing Rules means the official Listing Rules of ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent 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 Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Mader Group Limited (ACN 159 340 397).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a current director of the Company.

Directors' Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Annual Report.

Resolution means a resolution set out in the Notice.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

AWST means Western Standard Time as observed in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Wednesday, 5 October 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 section 204A of the Corporations Act 2001) 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 181318
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Mader Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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) at the Annual General Meeting of Mader Group Limited to be held at Mader Group Limited, Hkew Alpha Building, 2 George Wiencke Drive, Perth Airport, WA 6105 on Friday, 7 October 2022 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr James (Jim) Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Luke Mader	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

