



ASX and NZX Release

23 May 2024

2024 Annual General Meeting

Ventia Services Group Limited (**Ventia**) is holding its Annual General Meeting (**2024 AGM**) today at 10.00am on Thursday 23 May 2024 (AEST).

Please find **attached**:

- Chairman's address;
- Group Chief Executive Officer's address; and
- Accompanying presentation slides.

As previously advised, we are relying on technology to facilitate shareholder engagement and participation in the 2024 AGM.

Shareholders can view the 2024 AGM live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the 2024 AGM is in progress by accessing the online meeting platform from a computer, tablet or smartphone by visiting <https://meetnow.global/MNPMW7P>

Shareholders will need to enter their SRN/HIN and postcode registered in their shareholding. If you are an overseas Shareholder, please select the country of the registered holding from the drop-down list. Appointed proxy holders will need to contact Computershare on +61 3 9415 4024 prior to the 2024 AGM to obtain login details.

Detailed instructions on how to join the 2024 AGM are set out in Ventia's 2024 Notice of Meeting which is available on Ventia's website at <https://www.ventia.com/investor-centre/annual-general-meetings>

This announcement was authorised by the Board.

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About Ventia

Ventia is a leading essential infrastructure services provider in Australia and New Zealand, proudly providing the services that keeps infrastructure working for our communities. Ventia has access to a combined workforce of more than 35,000 people, operating in over 400 sites across Australia and New Zealand. With a strategy to redefine service excellence by being client-focused, innovative and sustainable, Ventia operates across a broad range of industry segments, including defence, social infrastructure, water, electricity and gas, resources, telecommunications and transport.

Ventia Annual General Meeting

23 MAY 2024

Chairman's Address

2023 has been another successful year for Ventia.

Ventia has incredible scale. On a daily basis we mobilise up to 35,000 people on over 400 worksites across Australia and New Zealand and more than 40% of our people work in regional or rural areas.

We service over 100 clients and 75% of our revenue comes from federal, state and local government clients.

By adhering to our purpose of making infrastructure work for our communities, and our strategy of redefining service excellence, we have achieved another year of strong financial performance.

We service our clients with a sharp focus on providing service excellence and first-rate outcomes for our clients. In 2023 our client renewal rate reached 87%, an improvement on the previous year.

We continue to broaden and strengthen our existing client relationships and enhance our customer account plans. In 2023, our focus on service excellence resulted in greater than 10% increase in spend from our 10 largest customers.

We believe that by listening to the voice of our customers, and delivering a compelling value proposition, we can continue our strong renewal rate through 2024 and beyond.

The spread of our workforce and resources provides diversity, stable growth and through-the-cycle resilience, while our scale ensures we have the capacity to meet demand from existing and new customers across Australia and New Zealand.

Since inception, Ventia has demonstrated a steady and growing financial track record. This has been achieved regardless of market conditions as the graphs on this slide illustrate.

Our consistent top-line revenue growth, 25% since FY21, demonstrates we are growing well above market, and that we continue to gain share.

EBITDA increased by 22% since FY21, and our margins have remained consistent, illustrating the stability and predictability of our business.

Our NPATA has grown 38% since 2021, providing increasing earnings per share and dividends for our investors through leveraging our enterprise-wide systems, people and processes.

This consistent performance has been achieved through a range of macroeconomic conditions. Notwithstanding the pandemic, higher inflationary pressures and a volatile labour market, Ventia's portfolio has demonstrated resilience.

Ventia's limited concentration to any one client, geography or end market. This, combined with the breadth and depth of our client relationships, long-term contracts, and the in-built contract escalation mechanisms, ensures our portfolio is well protected against volatility and changing market conditions.

Dean will talk in more detail about our financial performance shortly.

Ventia is in an enviable position to capitalise on strong and improving market trends. Some of these trends include:

- Firstly, growth of the very large asset base including new and aging infrastructure. New infrastructure is a new asset for us to maintain, whereas old infrastructure requires an increasing amount of maintenance;
- Secondly, population growth means more people are using the infrastructure. Both increasing urbanisation and the movement to regional areas where 40% of our workforce resides, are tailwinds;
- Thirdly, the increasing trend to partnering represents an annual increase in available tendered work from the public and private sectors;
- And exposure to megatrends such as the Energy transition presents opportunities for all four of our sectors, particularly in Infrastructure Services with the provision of both behind and in-front-of-the-meter technologies and subsequently the maintenance of this technology for our clients.

Over the next five years BIS Oxford estimates our addressable market will grow at greater than 5.5% CAGR, rising from \$80 billion in FY24 to just under \$100 billion in FY28.

Our Revenue for 2023 was \$5.7 billion in a total addressable market of \$73 billion. This provides significant headroom for organic growth and with that, sustainable returns to shareholders.

The company strategy is to Redefine Service Excellence. Your Board, and management team are aligned in digitisation as a key enabler of that strategy and potentially as a source of differentiation and future value for Ventia.

Over the last few years, we have accelerated the transition to a cloud-first model and commenced investing in our digital infrastructure, skills and capabilities, while modernising and simplifying our systems. We believe this digital focus will enhance our strategy and our differentiation.

We have also invested in cybersecurity. In July 2023 we experienced our first significant cyber incident. The risk was quickly contained, and additional measures were taken to further protect our clients, people and investors.

Strong alignment and coordination between our Board and leadership team led to a rapid and effective response, enhanced by strong stakeholder management so that there was minimal impact on operations, and importantly, no loss of data.

Since then, we have worked cohesively to integrate the detailed learnings to further strengthen our resilience and better safeguard against future threats.

Our digital core is the backbone of our company, and continues to differentiate Ventia from our competitors, given its enterprise-wide reach and enormous data capabilities.

Our digital journey is now one of Ventia's highest priorities. Having the right systems in place, and a digitally advanced culture makes us more agile, resilient, competitive and adaptive to a fast-evolving digital world.

Over the next 5 years we are committed to creating a connected, secure enterprise with a key focus on:

- Modernisation: to create a standardised and simplified digital experience for clients and our people that is cloud-first, mobile, automated and scalable;

- Rationalisation of our application portfolio: to reduce the number of applications and systems we have running;
- Innovation: leveraging new and emerging technologies such as AI and Data and Analytics and connecting assets in the field to digital twins to transform the way we deliver services;
- Resilience: building a cyber capability that protects us and our clients' interests against increasingly advanced, automated cyber-attacks;
- Culture: investing in the digital skills of our entire workforce and shifting to leaner and hyper-automated processes to simplify our ways of working and makes Ventia a more fulfilling place to work for all our colleagues.

To help shape our digital future and informed by our Board Skills Matrix, I am pleased that Damon Rees joined our Board in July last year. Damon comes to us with a long history of senior executive digital roles across the highest levels of government and the private sector. He provides an important set of skills for Ventia as we continue to invest in our digital capabilities.

Looking at our progress on sustainability, in 2023 we submitted our proposed targets to the Science-based Target initiative (SBTi).

We now have our short and long-term goals in place to achieve net zero emissions by 2050 across scope 1, 2, and 3 emissions.

Concurrently, we are working towards achieving these targets in harmony with our broader Environment, Social and Governance objectives.

In 2023, we achieved a 5.5% reduction in our Scope 1 and Scope 2 emissions, this reduction was largely driven by a divestment and increased use of renewable electricity across our sites.

As we work towards our goals of powering our electricity needs from renewables, we increased solar generation in our workplaces and sourced more GreenPower in our offices and depots. We continue to make progress towards our objective of 100% renewable electricity by 2030.

We also introduced 154 hybrid and electric vehicles to our fleet in FY23, resulting in 10% of our light vehicle fleet now being either hybrid or electric.

Gender diversity is a priority for the Board. As a signatory to the HESTA 40:40 vision, Ventia has made a formal commitment to achieve gender balance in our Executive Leadership Team.

We hit this target in February, reaching 40% female participation in our Executive Leadership Team and 43% female participation on our Board.

While we have had gender pay equity across our business for some time, there is more we need to address to create true gender equity as highlighted by WGEA.

Our 2023 Sustainability Report provides an outline of our SBTi and ESG targets and more detailed commentary on the initiatives we are undertaking to reach these targets.

In summary, 2023 was another strong year for Ventia. Our results reflect the focus, risk discipline, reliability and stability of our business.

Our balance sheet is in a strong position to support both near and longer-term growth opportunities. When combined with positive market trends and a strong track record of successful execution, Ventia has a meaningful platform from which to grow.

The robust financial and operational performance of our business in 2023 facilitated a 12.5% dividend increase on 2022, resulting in a total dividend of 17.72 cents per share or a 75% payout ratio of NPATA, consistent with previous years.

Dividends are important to many of our investors, and we continue to commit to a sustainable and growing dividend profile.

On behalf of the Board, I want to thank our customers and the communities we serve, our shareholders and the whole Ventia team.

Now over to our Group CEO and Managing Director, Dean Banks.

Thank you.

CEO Address

Thank you, David.

Good morning and welcome to everybody attending our AGM today. My name is Dean Banks. I'm proud and privileged to be the Group CEO of Ventia.

FY23 was an outstanding year for Ventia. In FY23 our revenue grew by 9.8% to \$5.7 billion. EBITDA was up 10.8% to \$465m and our margin increased to 8.2%.

NPATA of \$202 million increased by 12.5%, exceeding the top end of our guidance range.

Each sector positively contributed to delivering increased revenue and EBITDA year-on-year, and as a Group, our earnings outpaced market growth.

Cash flow will always be a key focus for Ventia. It's the life blood of our business. Pleasingly, our cash conversion continues to be high at 88.8%.

Our Work in Hand remained stable at \$18.1 billion and our client renewal rate continued to be strong at 87%.

Key wins and renewals in 2023 included contracts with the Department of Defence, Auckland Council, NBN Co, Telstra and Transurban.

Our strategic client relationships also supported us in increasing our cross-sell revenue by 48% year-on-year to \$93 million.

These financial results reflect the continuous demand for the essential services we perform.

Now let's look briefly at each of our sector's performance.

Defence and Social infrastructure (D&SI) is our largest sector accounting for 41.6% of group revenue in 2023.

Revenue growth in D&SI increased by 2.4% to \$2.4 billion. While this growth was slightly subdued, it's important to consider the 25% total revenue growth across this sector over the past two years.

In FY23, there were some key renewals and extensions for D&SI including the Defence Maintenance Contract (which I will discuss in more detail shortly) and a 12-month extension of our Base Services Contract with the Department of Defence.

Infrastructure services accounted for 23% of our group revenue in 2023 and achieved year-on-year revenue growth of 7.8% to \$1.3 billion. This growth was mainly driven by strong performance in our Energy, Water and Renewables business and Rig and Well services.

Telecommunications contributed 24.2% of total group revenue in 2023 and increased by 21.3% year-on-year to \$1.4 billion. This result was driven primarily by higher contract volumes with existing customers such as Telstra and NBN Co alongside the contribution from new contracts such as the Square Kilometre Array Observatory (SKAO) project in Western Australia.

Connectivity is more important than ever and demand for data and digital infrastructure is driving network investment.

Our transport business contributed to 11.2% of our group revenue and increased year-on-year by 22.7% to \$637 million through a combination of new contract wins and contract growth.

We have a diversified business operating in a market with a number of positive demand drivers.

Turning to our strategy.

Throughout 2023, we further embedded our strategy to Redefine Service Excellence by being client focused, innovative and sustainable. Our strategy has continued to build momentum across our business and provides a solid roadmap for our future success.

I am pleased that our strategy is translating into great results, not only in our financial performance, but also through industry recognition.

In 2023, we received the Dr Dean Jarrett Award from Supply Nation for Outstanding Impact, recognising our work on social procurement.

Also in 2023, our Ventia Operations Centre (VOC) was recognised as Customer Service Team of the Year by the Customer Service Institute of Australia. Our VOC sits at the heart of our operations and provides 24/7

support to more than 50 Ventia contracts. To demonstrate the scale of our operations, the VOC managed 1.2 million calls in 2023.

These examples are a few of the many accolades that Ventia received, which recognise our leadership, collective success and impact of our business on the communities we serve.

Now, I want to drill down into each of our strategy pillars.

A good example of our client focused strategy at work is securing a renewed and expanded Defence Maintenance Contract with the Department of Defence, valued at approximately \$393 million for the next five years.

This contract involves the provision of essential maintenance and support services to the Army, Navy and Air Force on 17 bases across Australia.

Ventia is responsible for repairing and maintaining some of Australia's newest and most advanced equipment.

Last year, Ventia's employees took part in the Talisman Sabre military exercise conducted in Darwin to work side by side with Australian military personnel to provide maintenance support services.

This exercise included participation of 30,000 military personnel from 13 nations. This demonstrates our strategic partnership with Defence and the importance of our work as a trusted advisor.

This contract was competitively tendered, and its award is testament to our long-term strategic partnership with Defence.

Now onto innovation.

Innovation at Ventia is an important component of our strategy. An innovative culture encourages our workforce to continuously explore better ways of working.

At a recent in-house Pizza and Pitch Innovation event, a member of Ventia's incident response team pitched the idea to install a battery-operated air-conditioning unit on a Ventia truck that keeps the air conditioning running without the need to have the engine running.

Ventia's incident response teams are often required to wait for long periods at emergency service events or other events and need to keep the air conditioning idling to remain alert. This results in high fuel consumption, greenhouse gas emissions and associated wear and tear of our trucks.

Through collaboration with external partners, a functional solution was developed and then installed via a pilot program.

The pilot has proven to be technically and operationally successful, achieving a cost saving of up to \$12,800 and emissions savings of 15 tonnes per annum from this single vehicle.

We will start scaling this across similar vehicles in our NSW fleet (of which we have about 200) mid this year. Accounting for vehicle differences and usage, our estimates indicate that this innovation could deliver more than \$250,000 in savings annually, in addition to the significant reduction in diesel and associated emissions.

This is a great example of the types of efficiencies we can achieve via employee engagement and implementation of new innovation ideas across our business.

Moving now to our last strategy pillar.

I am proud to report that in February Ventia was first to market with an industry-leading social value measure. In Australia, we are now starting to measure the value of the non-financial impacts we have on society via a leading Themes Outcomes and Measures methodology, or TOMs.

Inspired by the preeminent model in the UK which has significantly improved the way social value is measured, TOMs will help Ventia demonstrate the value of our initiatives. It will provide a benchmark under which clients can compare and evaluate chosen partners' performance.

Quantifying social value demonstrates the socio-economic impact across four key areas:

- Community – demonstrates social impact on individuals and communities such as health, or education;
- Work – the social value generated for our employees;
- Economy – the overall economic benefit of a project such as job creation or enhanced local business profitability;

- Environment – such as our environmental impact and resource efficiency.

Ventia is leading a Taskforce alongside the Social Value Portal to develop a new common and comparable standard and framework for Australia and New Zealand. To date, 35 organisations from across the private and public sectors have joined the task force including some of our customers and suppliers.

We are proud to be at the forefront of this social sustainability initiative and we hope it will help shape the industry and deliver a positive impact to society.

People are at the heart of our success and it's important that we create a cohesive culture which is flexible, diverse and inclusive.

We have over 15,000 employees and over 20,000 sub-contractors. David spoke about safety, and I want to reiterate that safety is our licence to operate.

As David discussed, the sad passing of our employee, Daniel, earlier this year was a huge loss for Ventia. Daniel was a dedicated employee of Ventia for over 10 years and was a devoted father of two young children. He was a valued member of the Ventia family. I personally visited the family in NZ, and we continue to extend our support and deepest sympathies to Daniel's family, friends, and colleagues.

Any workplace fatality has a profound effect on us all and I just want to pause a moment to honor Daniel.

This event serves as a reminder of the challenges of the work we do. It reminds us that no matter how strong our commitment is to safety, there is always more work to do. We are committed to learning lessons from this incident and striving to improve our safety culture.

In addition to safety, we are also building a strong culture of diversity and inclusion at Ventia. I am pleased to report that in 2023 we received the Diversity and Inclusion Award for Ventia's Disability Employment Program from the Banksia Foundation. We also received re-accreditation of New Zealand's Rainbow Tick which recognises Ventia as a workplace that understands and embraces gender diversity.

We continue to take deliberate action to recruit women across our workforce. Within our wider senior leadership team, we saw an impressive six percentage point increase in women in Senior Management last year progressing from 20.3% to 26.6%. A step in the right direction towards our target of 40%.

We take deliberate action to address gender diversity at Ventia, including the development of our new Women's Participation Action Plan. This plan is focused on developing opportunities for women to advance their career and move into managerial or other senior roles.

One tool we use to measure engagement and employee feedback, is our Have Your Say survey. In 2023, our engagement score remained consistently high at 78%. Another encouraging metric from the survey was that 86% of our employees feel well-connected to their teams and can openly communicate with their leaders.

In October 2023, Ventia also proudly reaffirmed our commitment to Aboriginal and Torres Strait Islander people in Australia by launching our Stretch 2023-2026 Reconciliation Action Plan (RAP).

Our RAP sets our targets and actions for the next three years through to August 2026, such as strengthening education and employment outcomes for Aboriginal and Torres Strait Islander people. At the end of 2023 we employed 3.7% Aboriginal and Torres Strait Islanders in our business.

The future of our business is exciting. We have a positive outlook for FY24 driven by our:

- High quality and diversified portfolio;
- Solid pipeline of opportunities;
- Strong demand drivers; and
- Long-term strategic partnerships.

Given this, I am pleased to be able to reaffirm our FY24 guidance range of 7 to 10 per cent NPATA growth compared to FY23.

In conclusion, we continue to differentiate ourselves as we build on the success of our strategy to Redefine Service Excellence, supporting high levels of customer service and sustainable value to shareholders.

I would like to thank all our people at Ventia and the Board for their stewardship, support and guidance.



Ventia

Annual General Meeting 2024



Acknowledgement of Country and Mihi



Ventia would like to respectfully acknowledge the Traditional Custodians of country throughout Australia and their connection to land, sea and community. We pay our respect to them, their cultures and to their Elders past and present.



He tautoko te ahurea i ngā kawa me ngā tikanga o ngā Iwi whānui o Aotearoa, me ka kawa me ka tikaka o ka Iwi whānui o Te Waipounamu. We recognise and celebrate the culture of manawhenua in Aotearoa and Te Waipounamu where our teams respect local Iwi and communities across the country.

Pictured: Ventia employee helping her niece get ready for the final dress rehearsal before heading to Te Mana Kuratahi

Photo credit Tikarohia

Procedural items



**Safety is
our licence
to operate**

20 safety programs
implemented across
our business in FY23

2000+
Safe for Life frontline
leaders trained

11.3%
▲ improvement
in TRIFR on FY22

62.1%
▲ improvement
in SIFR on FY22

Our Board of Directors



David Moffatt
Chairman



Dean Banks
Managing Director
and Group CEO



Anne Urlwin
Independent
Non-Executive Director



Jeff Forbes
Independent
Non-Executive Director



Sibylle Krieger
Independent
Non-Executive Director



Lynne Saint
Independent
Non-Executive Director



Damon Rees PSM
Independent
Non-Executive Director

Chairman's address



A leading essential services provider

35,000+

Workforce of employees and subcontractors

400+

Project sites throughout Australia and New Zealand

40%+

of our people work in regional and rural areas



A broad range of industry segments:



Defence and Social Infrastructure

Defence / Social Infrastructure / Critical Infrastructure / Local Government / Housing and Community / Energy Solutions



Infrastructure Services

Resources / Industrial and Environmental Services / Energy, Water and Renewables / Rig and Well Services



Telecommunications

Fixed Networks / Wireless and Special Coverage Solutions / Operations and Services / Telecommunications New Zealand



Transport

Transport Operations Australia / Transport Operations New Zealand / Transport Infrastructure Solutions

Consistent track record of financial performance

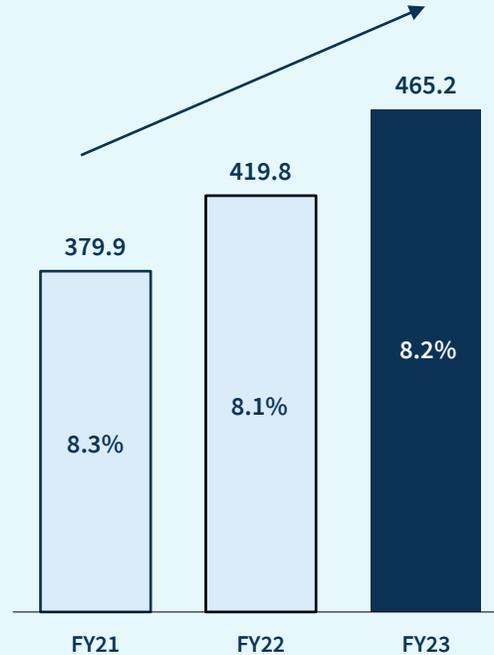
Total Revenue (\$m)

Up 25% since FY21



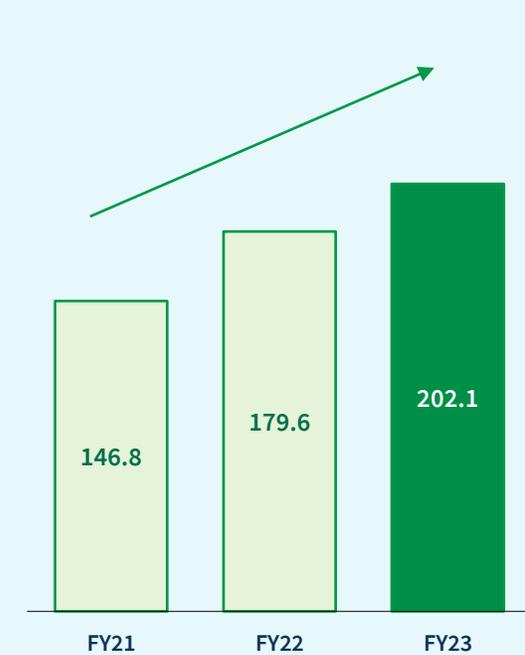
EBITDA and Margin (\$m/%)

Up 22% since FY21



NPATA (\$m)

Up 38% since FY21



Market Growth Opportunities

Market Trends:

- Size and growth of the asset base
- Population growth
- Increasing outsourcing rates
- Exposure to megatrends, such as the Energy Transition

5.5%

Compound Annual Growth Rate (CAGR)
\$80bn FY24 – \$100bn FY28

Pictured: Road maintenance contract on Sydney's Eastern Distributor



In the next five years we are committed to:

Enhancing our strategy, shaping our future



Modernisation



Rationalisation of our application portfolio



Establishing our platform for Innovation



Building a resilient organisation



Developing our digital culture



**Sustainability
progress**

**SBTi targets
submitted**

10% transition
of Ventia's light fleet to
hybrid or electric vehicles

40% participation
women on our Executive
Leadership Team

Delivering
returns for our
shareholders

12.5%

Increase in FY23 dividend
on FY22

17.72¢

total dividend for FY23

75%

payout of NPATA

CEO's address



FY23 Results

\$5,676.4

Total Revenue
▲ Increase of 9.8% on FY22

8.2%

EBITDA Margin
▲ Increase of 0.1pp¹ on FY22

88.8%

Operating Cash
Flow Conversion¹

\$465.2m

EBITDA
▲ Increase of 10.8%¹ on FY22

\$202.1m

NPATA
▲ Increase of 12.5%¹ on FY22

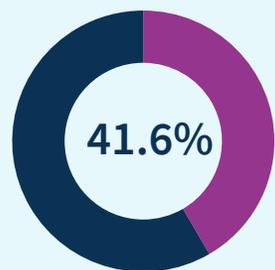
\$18.1b

Work in Hand
▲ Increase of 1.0% on FY22

Solid performance across our diversified portfolio

Defence & Social Infrastructure

% of total group revenue

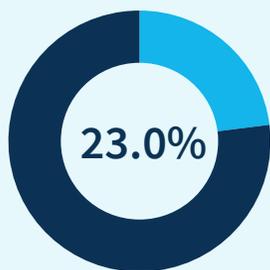


\$2.4b

Revenue
▲ Increase of 2.4% on FY22

Infrastructure Services

% of total group revenue



\$1.3b

Revenue
▲ Increase of 7.8% on FY22

Telecommunications

% of total group revenue



\$1.4b

Revenue
▲ Increase of 21.3% on FY22

Transport

% of total group revenue



\$636.8m

Revenue
▲ Increase of 22.7% on FY22

Redefining Service Excellence

Redefining Service Excellence is our approach to delivering service excellence for our stakeholders.

We differentiate ourselves by being client focused, innovative and sustainable. This is our blueprint for success, brought to life by the pride and passion of our people.





Client Focused

Securing the Defence Maintenance Contract

Ventia provides essential maintenance and support services to the Defence force

\$393m

Secured in FY23 for the next five years

17 key defence locations

across Army, Navy and Air Force

Strategic partner

And highly skilled workforce committed to Defence



Innovative Battery powered HVAC system

Up to
\$12,800
savings per vehicle annually

Up to
15 t-CO₂-e
saved per vehicle annually

Scalable
to 200 vehicles requiring
climate control across AU/NZ



Sustainable
First to Australian
market with Social
Value calculation

Social Value TOMSYSTEM™



**People are
at the heart
of our success**

26.6%

participation by women
on our Senior Leadership
Team in 2023

78%

employee engagement
from Have Your Say
survey in 2023

3.7%

Aboriginal and Torres Strait
Islander employees
in Australia in 2023



Positive outlook for FY24

High quality and diversified portfolio

Solid pipeline of opportunities

Strong demand drivers

Long-term strategic partnerships

FY24 Guidance reaffirmed - NPATA guidance of 7-10% compared to FY23

Items of business



Pictured: Members of Ventia's Transpower team, Wellington (NZ)
Photo by Michael Bradley

Proxies received

Total number of ASX-listed Ventia shares is 855,484,445

Ventia Services Group Limited	Valid proxies received	For		Against		Abstain
Resolution 2	362	564,140,465	97.71%	12,606,365	2.18%	17,853,419
Resolution 3a	362	567,348,168	95.29%	27,410,017	4.61%	154,549
Resolution 3b	362	541,413,359	90.94%	53,352,057	8.96%	152,318
Resolution 3c	362	594,607,050	99.88%	121,745	0.02%	172,939
Resolution 4	362	486,801,030	84.81%	86,570,905	15.08%	21,445,019
Resolution 5	362	594,056,544	99.84%	361,510	0.06%	488,480

Resolution 1: 2023 Annual Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2023.

There is no vote on this item.



Resolution 2: Adoption of the 2023 Remuneration Report

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

To adopt the 2023 Remuneration Report for the financial year ended 31 December 2023.



Resolution 3: Election of Directors

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



3a: That Lynne Saint, who retires in accordance with Rule 8.1 of the Company's Constitution and, being eligible, be elected as a Director of the Company.



3b: That Anne Urlwin, who retires in accordance with Rule 8.1 of the Company's Constitution and, being eligible, be elected as a Director of the Company.



3c: That Damon Rees, who seeks election in accordance with Rule 8.1 of the Company's Constitution and, being eligible, be elected as a Director of the Company.

Resolution 4:

Issue of securities to the Managing Director and Group Chief Executive Officer under Ventia's Long Term Incentive Plan

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

That approval is given, for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the Company to issue to the Managing Director and Group Chief Executive Officer, Dean Banks, Share Appreciation Rights and Dividend Equivalent Rights pursuant to Ventia's Long Term Incentive Plan (Plan) on the terms outlined in the Explanatory Notes.



Resolution 5: Renewal of proportional takeover provisions

To consider and, if thought fit, pass the following resolution as a special resolution: “That the Company renew the proportional takeover provisions contained in rule 6 of the Company’s Constitution for a period of three years from the date of this AGM”.

Notes: The Chairman intends to vote available proxies in favour of this Resolution.





Questions?



Thank you

Disclaimer

This presentation is in summary form and is not necessarily complete. It should be read together with the Company's Full Year Report 2023 lodged with the ASX on 21 February 2024.

This presentation contains information that is based on projected and/or estimated expectations, assumptions or outcomes. Forward-looking statements are subject to a range of risk factors. Ventia cautions against reliance on any forward-looking statements, particularly in light of the current economic climate and the significant volatility associated with large scale tender projects.

While Ventia has prepared this information based on its current knowledge and understanding and in good faith, there are risks and uncertainties involved which could cause results to differ from projections. Ventia will not be liable for the correctness and/or accuracy of the information, nor any differences between the information provided and actual outcomes, and reserves the right to change its projections from time to time. Ventia undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this presentation, subject to disclosure obligations under the applicable law and ASX listing rules.

This document is not intended to be relied upon as advice to investors or potential investors and does not take into account the investment objectives, financial situation or needs of any particular investor.

