



ep&t global

ENVIRONMENT | PROPERTY | TECHNOLOGY

Notice of Annual General Meeting and Explanatory Memorandum

EP&T Global Limited

ACN 645 144 314

Date: 30 November 2022

Time: 4.00pm (AEDT)

Place: At the offices of Hamilton Locke Level 42, Australia Square, 264 George Street, Sydney NSW 2000 and online at
<https://web.lumiagm.com/350963192>

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting of
EP&T Global Limited ACN 645 144 314 (the **Company**)
will be held at the offices of: Hamilton Locke Level 42, Australia Square, 264 George Street, Sydney NSW 2000
and online at <https://web.lumiagm.com/350963192>
on 30 November 2022 at 4.00pm (AEDT)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

FINANCIAL AND RELATED REPORTS

Agenda Item	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022.

ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (www.eptglobal.com/investor-centre). In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following Resolution as an advisory resolution : <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2022 be adopted."</i>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution:</p> <ul style="list-style-type: none">• by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and• as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution:</p> <ul style="list-style-type: none">• in accordance with the directions of how to vote on the Proxy Form; or• by the Chairman pursuant to an express authorisation on the Proxy Form.

RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Mr Victor Van Bommel as Director
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>"THAT Mr Victor Van Bommel, who retires as a Director of the Company in accordance with ASX Listing Rule 14.5 and clause 47(b) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i></p>

APPROVAL TO AMEND THE COMPANY'S CONSTITUTION

Resolution 3	Approval To Amend the Company's Constitution
Resolution (Special)	<p>To consider and, if thought fit, pass the following Resolution as a special resolution:</p> <p><i>"THAT, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend the Constitution in the manner set out in the accompanying Explanatory Memorandum."</i></p>

APPROVAL OF THE GRANT OF SECURITIES UNDER THE EMPLOYEE INCENTIVE PLAN

Resolution 4	Approval of the grant of securities under the Employee Incentive Plan
Resolution (Ordinary)	<p>To consider, and if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT, for the purposes of ASX Listing Rule 7.2 exception 13, section 260C(4) of the Corporations Act and for all other purposes, shareholder approval is given for the Employee Equity Incentive Plan and for the grant of securities under the Plan on the terms and conditions in the Explanatory Memorandum."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by or behalf of:</p> <ul style="list-style-type: none"> (a) any person who is eligible to participate in the Employee Equity Incentive Plan; (b) An associate of that person or those persons. <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; (b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chairman to vote on the resolution as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 31 October 2022

By order of the Board of EP&T Global Limited

Laura Newell
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Grant Thornton Australia, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions to:

The Company Secretary, **EP&T Global Limited**, at BoardRoom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000

E. company.secretary@boardroomlimited.com.au

Written questions must be received by no later than **5.00pm (AEDT) on 23 November 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) **certified** copy

of that power of authority by **4.00pm (AEDT) on 28 November 2022**:

Online www.votingonline.com.au/epxagm2022

By post BoardRoom Pty Limited
GPO Box 3993
Sydney NSW 2001

By personal delivery BoardRoom Pty Limited
Level 8
210 George Street
Sydney NSW 2000

By facsimile +61 9290 9655

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that Shares in the Company which are on issue at **7.00pm (AEDT) on 28 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairman of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the Resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chairman to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chairman as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Jonathan Sweeney, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he will not vote your proxy on that item of business.

Virtual participation

In accordance with the clause 28(a) of the Constitution, and to facilitate Shareholder participation, the Chairman has determined that Shareholders will have the opportunity to participate in the AGM through an online platform.

Shareholders who wish to participate in the AGM virtually may do so from their computer or mobile device, by entering the URL in their browser: <https://web.lumiagm.com/350963192>

If you choose to participate in the AGM virtually, you can log in to the meeting by entering:

- the meeting ID for the online AGM, which is 350-963-192
- your username is your Boardroom Voting Access Code (VAC), which is located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

Shareholders will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.

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. The authority can be mailed or faxed to the Company at least 24 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

COVID-19

To prevent the spread of COVID-19, all participants are strongly encouraged to practice physical and social distancing and wear a mask. If you have a fever, cough and difficulty breathing, or you are unwell, please do not attend the meeting.

EXPLANATORY MEMORANDUM TO NOTICE OF 2022 ANNUAL GENERAL MEETING

FINANCIAL AND RELATED REPORTS

Item 1	Financial and related reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of EP&T Global Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (www.eptglobal.com/investor-centre).</p> <p>The Chairman will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Grant Thornton Australia, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Grant Thornton Australia in relation to the conduct of the audit.</p>

ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website (www.eptglobal.com/investor-centre).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Consequences	<p>Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).</p>

	<p>If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting, at which all of the Directors (other than a managing Director) of the Company, would need to stand for re-election.</p> <p>Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.</p> <p>At the Company's previous Annual General Meeting, the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is therefore not relevant for this Annual General Meeting.</p> <p>Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of Resolution 1, subject to compliance with the Corporations Act.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this Resolution.
Chairman's available proxies	The Chairman intends to vote all available proxies in favour of this Resolution.

RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Mr Victor Van Bommel as Director
Explanation	<p>Clause 47(b) of the Constitution and ASX Listing Rule 14.5 requires that an election or re-election of Directors must occur at every annual general meeting. The Director to stand for re-election at each annual general meeting will not include a Director standing for re-election under clause 47(c) of the Constitution. In accordance with this, Mr Victor Van Bommel will retire and being eligible, seeks re-election.</p>
About Mr Victor van Bommel	<p>Mr Victor Van Bommel was appointed to the Board of the Company on 19 March 2021. Mr Van Bommel is a Non-Executive Director of the Company and is considered independent by the Board, with over 21 years' experience in investment banking and real estate.</p> <p>Victor is Founder and CEO of Orange Capital Partners ('OCP'), a real estate investment firm based in Amsterdam, which owns and manages a portfolio of real estate assets in excess of USD\$3.5bn.</p> <p>Prior to OCP, Victor worked for 14 years at Goldman Sachs in London, where he had various senior position in equities and real estate capital markets.</p> <p>Victor is a member of the European Association for Investors in Non-Listed Real Estate Vehicles and the Association of Institutional Property Investors in Netherlands.</p>
Board Recommendation	The Board, with Mr Van Bommel abstaining, recommends that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman intends to vote all available proxies in favour of this Resolution.

APPROVAL TO AMEND THE COMPANY'S CONSTITUTION

Resolution 3	Approval To Amend the Company's Constitution
Explanation	<p>A company may modify its constitution or a provision of its constitution by special resolution of its shareholders. This Resolution is a special resolution which seeks to amend the Company's existing constitution, which has not been amended since the Company listed on the ASX on 11 May 2021.</p> <p>There have been changes to the Corporations Act following The Corporations Amendment (Meetings and Documents) Bill 2021 which passed both houses of parliament on 10 February 2022.</p> <p>The Bill allows companies and registered schemes to hold virtual meetings, distribute meeting-related materials and validly execute documents electronically.</p> <p>The Company believes that it would be prudent to update the existing Constitution to allow for flexibility in the way the Company can hold Shareholder meetings, by expressly stating that virtual meetings are permitted.</p> <p>As this is a special resolution, at least 75% of votes cast by Shareholders entitled to vote and voting on this Resolution must be in favour of the Resolution for it to be passed.</p>
Summary of material proposed changes	<p>If this Resolution is passed, clause 28(a) of the Constitution will be replaced with the following wording:</p> <p><i>"The Company may by resolutions of the Board call a meeting of its Shareholders to be held:</i></p> <ul style="list-style-type: none"> <i>• At one or more physical venues; or</i> <i>• At one or more physical venues using virtual meeting technology; or</i> <i>• Using virtual meeting technology only."</i>
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman intends to vote all available proxies in favour of this Resolution.

APPROVAL OF THE GRANT OF SECURITIES UNDER THE EMPLOYEE INCENTIVE PLAN

Resolution 4	Approval of the grant of securities under the Employee Incentive Plan
Explanation	<p>The purpose of the Employee Incentive Plan (Plan) is to provide eligible participants with an incentive to remain with the Company and to improve the longer-term performance of the Company and its returns to Shareholders. This Plan enables the Company to retain and attract skilled and experienced senior management and provide them with the motivation to make the Company more successful.</p> <p>The Company is required to obtain shareholder approval for the issue of securities under the Plan so that any issue of securities under that Plan within the next three years falls within the ASX Listing Rule exception and will not reduce the Company's available placement capacity. This Resolution seeks to 'refresh' the Plan which was last approved by shareholders at the Company's IPO in 2021. At the Company's IPO, the total number of securities that could be issued under the Plan over the following three years was 8.5 million, as set out in the prospectus. Approval of this resolution will reset the total number of securities that can be issued under the Plan from 8.5 million to 20 million. The proposed 20 million securities that may be issued under the Plan allows for the 8.5 million securities considered in the prospectus.</p> <p>A copy of the Rules of the Plan was announced to the ASX on 11 May 2021 and a summary of the terms of the Rules is attached in Annexure A.</p>

Why is approval being sought for this Resolution?	<p>Shareholder approval is sought for the Plan for the purposes of ASX Listing Rule 7.2 exception 13, section 260C(4) of the Corporations Act and for all other purposes.</p> <p>ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period without shareholder approval.</p> <p>ASX Listing Rule 7.2 exception 13 provides that ASX Listing Rule 7.1 does not apply to issues of securities under an employee incentive scheme if, within three years before the date on which the securities are issued, shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.</p> <p>However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.</p> <p>If the Resolution is passed, the Company will be able to issue securities under the Plan to eligible participants for a three-year period post the date of approval without affecting the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain a further Shareholder approval). The Directors believe that this will provide the Company with the flexibility necessary to raise additional capital as and when appropriate.</p> <p>If the Resolution is not passed, the Company will still be able to issue securities under the Plan to eligible participants however the issue securities will reduce the Company's 15% placement capacity.</p> <p>For the purposes of Listing Rule 7.2 exception 13:</p> <ul style="list-style-type: none"> a) A summary of the Rules of the Plan are set out in Annexure A; b) No securities have been issued under the Plan since the Plan was last approved by Shareholders upon the Company's IPO on 2 July 2021; and c) it is proposed that up to 20,000,000 securities may be issued under the Plan over the next three years subject to its approval at this Annual General Meeting.
Board Recommendation	<p>As the Directors are excluded from voting upon this Resolution pursuant to the ASX Listing Rules, the Directors will not make a recommendation to shareholders with respect to voting in relation to this Resolution.</p>
Chairman's available proxies	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.</p>

DEFINITIONS

ASX	Means ASX Limited ACN 008 624 691.
ASX Listing Rules	Means the listing rules of the ASX.
Annual General Meeting	Means the annual general meeting of the Company for 2022 to which the Notice relates.
Bill (the)	Means The Corporations Amendment (Meetings and Documents) Bill 2021 which passed both houses of parliament on 10 February 2022.
Chairman	Means the chairman of the Annual General Meeting.
Company or EP&T Global	Means EP&T Global Limited ACN 645 144 314.
Constitution	Means the Company's constitution.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or 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 dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
Director	Means a director of the board of EP&T Global Limited.
Explanatory Memorandum	Means this explanatory memorandum accompanying and forming part of the Notice.
FY22	Means the financial year from 1 July 2021 to 30 June 2022.
Key Management Personnel or KMP	Means those people described as Key Management Personnel in the Remuneration Report and includes all directors.
Meeting	Means the annual general meeting of the Company for 2022 to which the Notice relates.
Notice	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Proxy Form	Means the proxy form that is enclosed with and forms part of this Notice.

Remuneration Report	Means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2022.
Resolution	Means a resolution set out in this Notice.
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means a holder of at least one Share in the Company.

Annexure A: Employee Incentive Plan – Summary of Plan Rules

Employee Incentive Plan EP&T has established an employee incentive plan (Employee Incentive Plan) which provides the framework under which individual grants of employee incentives outside the STIP are proposed to operate. The key terms of the Employee Incentive Plan are outlined below.

TOPIC	SUMMARY
Administration	The Employee Incentive Plan will be administered by the Board.
Eligibility	Participation in the Plan is by invitation (Invitation). Eligible participants are full-time or part-time employees of any EP&T group company (including Executive Directors), or any other person the Board deems eligible in its absolute discretion.
Award	<p>The Employee Incentive Plan provides flexibility for the Board to grant one or more of the following types of award:</p> <ul style="list-style-type: none"> - options to acquire shares (Incentive Options); - rights to acquire shares (Performance Right); - shares allocated under the Plan (Restricted Share); or - a right to a cash amount determined in reference to the value of shares (Incentive Right), (together Awards). Any shares issued under the Employee Incentive Plan will rank equally with other Shares issued by EP&T, except for any rights attaching to shares by reference to a record date prior to the date of their issue.
Maximum number of Awards that may be issued under the Employee Incentive Plan	Subject to approval at the 2022 AGM, awards comprising the equivalent of 20,000,000 Shares.
Conditions	<p>The Board must set out the terms and conditions of the Award in the Invitation. The Invitation must include:</p> <ul style="list-style-type: none"> - the type(s) and number of Award(s) being offered or the method by which the number will be calculated; - the amount payable for the grant of an Award or the method by which the amount payable is calculated; and - any vesting conditions, or other condition including any vesting periods. <p>An invitation for an Incentive Option or Performance Right must include:</p> <ul style="list-style-type: none"> - requirements for exercising the Incentive Option (including any exercise price or exercise period); - whether exercising the Incentive Option or vesting of the Performance Right will only be satisfied by an allocation of shares to the participant; and - the date or circumstances in which the Incentive Option or Performance Right may lapse. An invitation for an Incentive Right must include: <ul style="list-style-type: none"> - how the amount of the Incentive Right is calculated; and - when the Incentive right will be paid.

Rights to participate in new issues of securities	<p>Incentive Options and Performance Rights do not confer on participants a right to participate in the new issue of securities to existing shareholders unless:</p> <ul style="list-style-type: none"> - the Incentive Option is entitled to be exercised, or the Performance Right has vested; - Shares have been allocated under the Employee Incentive Plan in respect of that Incentive Option or Performance Right before the determination of entitlements to new securities; or - the participant participates as a holder of allocated Shares.
Issue price	<p>Awards are to be issued at no cost to a participant unless the Invitation specifies otherwise, or in respect of any allocation of Restricted Shares which may be deducted from that employee's remuneration (provided that arrangement is noted in the Invitation).</p> <p>The Board may approve a loan made by an EP&T group company to a participant to satisfy any amount payable for the grant of Restricted Shares. If approved, the invitation to participate must specify the terms and conditions of that loan (including any repayment and dealing restrictions).</p>
Trust arrangement	<p>The Board may, in its discretion, determine that Restricted Shares will be held by a Trustee on behalf of the participant on the terms of the Trust Deed, and any other terms the Board determines. If Restricted Shares are to be held on trust, the invitation must set out:</p> <ul style="list-style-type: none"> - the name of the trust and trustee; - the participant's right to exercise any voting right attached to those shares; and - the circumstances the participant can direct the trustee to transfer the Restricted Share into the participant's name, or sell the Restricted Share and pay any proceeds to the participant.

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 4:00pm (AEDT) on Monday 28 November 2022.**

🖨 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/epxagm2022>

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:

- (a) 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.
- (b) 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.

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. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (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 4:00pm (AEDT) on Monday 28 November 2022.** 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://www.votingonline.com.au/epxagm2022>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

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 **EP&T Global 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 person 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 as a Hybrid meeting at **the offices of Hamilton Locke, Level 42, Australia Square, 264 George Street, Sydney NSW 2000** and online at **<https://web.lumiagm.com/350963192> on Wednesday, 30 November 2022 at 4:00pm (AEDT)** and at any adjournment 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, as the proxy sees fit.

Chair of the Meeting authorized 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 Resolution 1, I/we expressly authorize the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Victor Van Bommel as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Amend the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the grant of securities under the Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022

ONLINE SHAREHOLDERS' MEETING GUIDE 2022

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/350963192 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 350-963-192

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 4:00pm (AEDT), Monday 28 November 2022

Using the Lumi AGM platform:

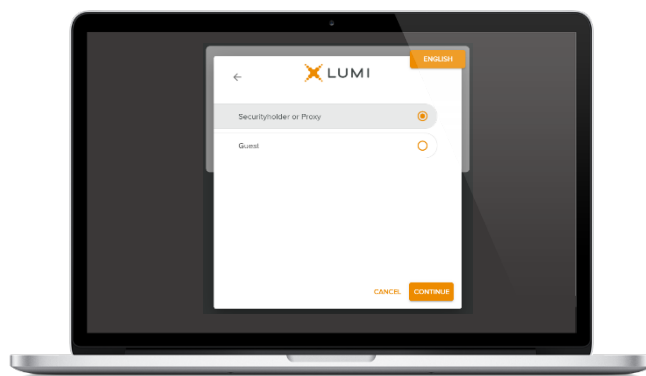
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

Guests should select **"Guest"**

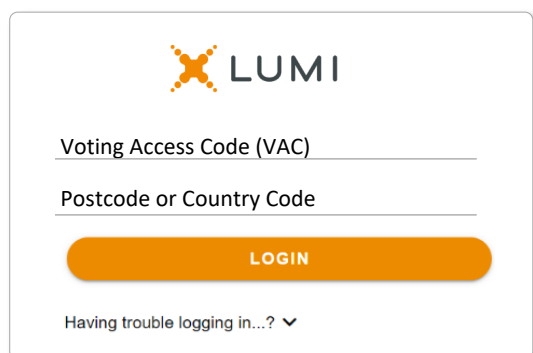


CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

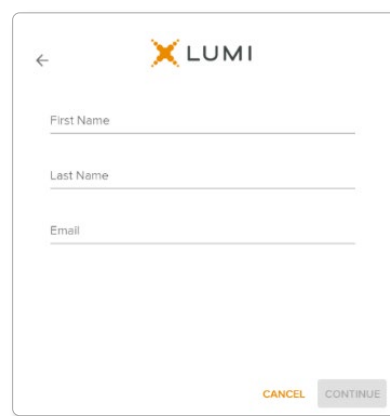
Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 within Australia or +61 2 9290 9600 from outside Australia

A screenshot of the Lumi AGM platform's login form for Shareholders/Proxys. The form has a white background with the Lumi logo at the top. Below the logo, there are two input fields: 'Voting Access Code (VAC)' and 'Postcode or Country Code'. Below these fields is an orange 'LOGIN' button. At the bottom, there is a link that says 'Having trouble logging in...?' with a dropdown arrow.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

A screenshot of the Lumi AGM platform's login form for Guests. The form has a white background with the Lumi logo at the top. Below the logo, there are three input fields: 'First Name', 'Last Name', and 'Email'. At the bottom right, there are 'CANCEL' and 'CONTINUE' buttons.

NAVIGATION

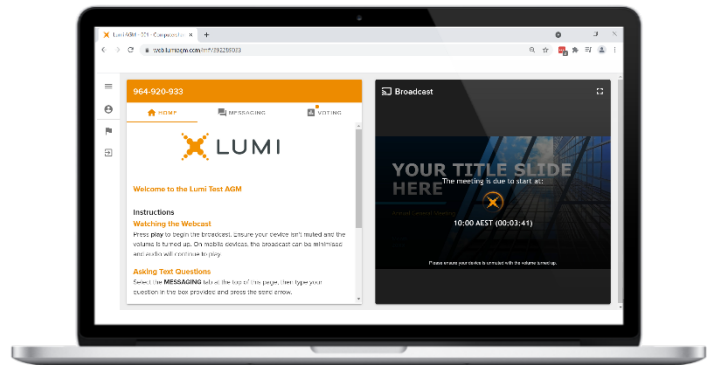
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



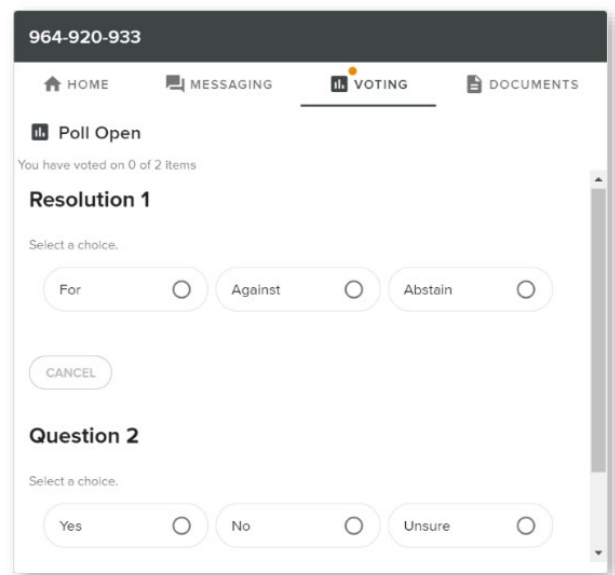
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

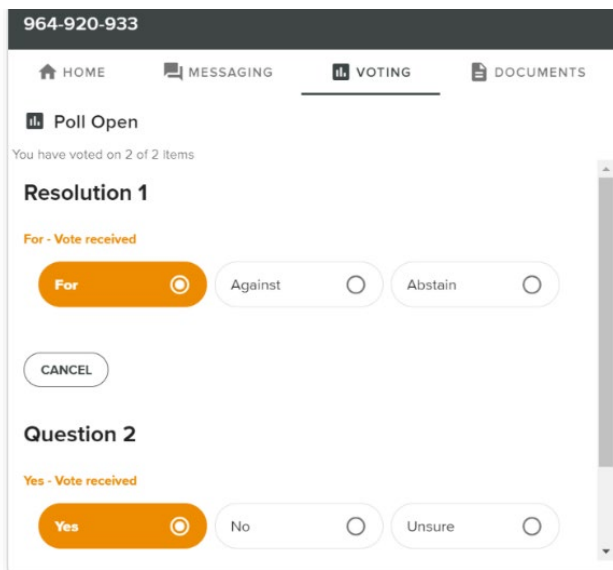


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



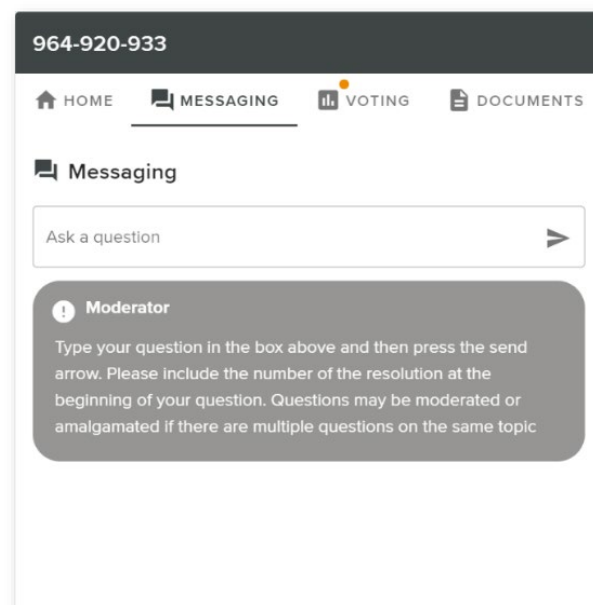
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.

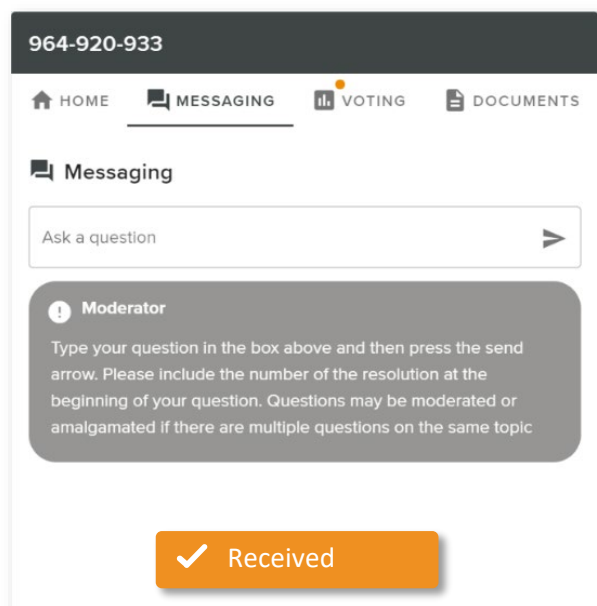


Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.



Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia
+61 8 6119 3900 Australia
+61 8 7150 1149 Australia
+61 2 8015 6011 Australia
+61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press *9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press *9 to signal the operator.

Meeting ID: 350-963-192

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 4:00pm (AEDT), Monday 28 November 2022

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe