
SRG GLOBAL LIMITED
ACN 104 662 259
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am WST

DATE: 13 October 2022

PLACE: River Room, Royal Perth Yacht Club, Australia Il Drive, Crawley WA 6009

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 (WST) on 11 October 2022.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MS AMBER BANFIELD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 3.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Amber Banfield, a Director who was appointed casually on 25 October 2021, retires, and being eligible, is elected as a Director."


4. RESOLUTION 3 – APPROVAL UNDER SECTION 260B(2) OF THE CORPORATIONS ACT 2001 (CTH)

In relation to the Company's acquisition of SRG Global Infrastructure Pty Ltd (previously WBHO Infrastructure Pty Ltd) on 31 March 2022, to consider and, if thought fit, to pass the resolution as a **special resolution**:

"That for the purposes of section 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by SRG Global Infrastructure Pty Ltd ACN 089 434 220 and Carr Civil Contracting Pty Ltd ACN 100 438 257 in connection with the Acquisition as described in the explanatory statement accompanying the notice of meeting dated 9 September 2022."

Dated: 9 September 2022

By order of the Board


Roger Lee

Company Secretary

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting by proxy

To vote by proxy, 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.

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 two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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.

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9267 5400.

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.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.srgglobal.com.au>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

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 not relevant for this Annual General Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MS AMBER BANFIELD

3.1 General

Clause 3.3 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Ms Amber Banfield, having been appointed by other Directors on 25 October 2021 in accordance with the Constitution and ASX Listing Rule 14.4, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Amber joined the SRG Global Board as a Non-Executive Director in October 2021 and is a member of the SRG Global Remuneration & Nomination Committee.

Prior to joining SRG, Amber held management positions with Worley Limited for more than 20 years, supporting its growth to become the world's largest energy and resources engineering services provider with 48,000 employees across almost 50 countries globally. Amber's roles at Worley related to operations, strategy, sustainability, mergers and acquisitions, servicing the sectors of mining, infrastructure, oil & gas, hydrogen, solar and wind power.

Amber consults to leading resource and energy companies providing strategy and project development support to energy transition, decarbonisation and sustainability-related investments. Amber is also a Non-Executive Director of Perseus Mining, an ASX/TSX-listed international gold miner, Non-Executive Director of Leo Lithium, an ASX-listed lithium developer and is on the Board of the Western Australian Football Commission, responsible for the governance of Australian football in WA.

Amber holds a Bachelor of Engineering (Environmental) degree and a Master of Business Administration, both awarded by the University of Western Australia.

3.3 Independence

Ms Amber Banfield has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Ms Amber Banfield will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Ms Amber Banfield and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL UNDER SECTION 260B(2) OF THE CORPORATIONS ACT 2001 (CTH)

4.1 The Acquisition

The Company, through its wholly owned subsidiary SRG Global Civil Pty Ltd (ACN 083 214 439) (the **Purchaser**) has purchased the entire issued share capital of SRG Global Infrastructure Pty Ltd (ACN 089 434 220) (previously WBHO Infrastructure Pty Ltd) (the **Target**) under a deed of company arrangement dated 30 March 2022 between, amongst others, the Target and the Purchaser (the **Acquisition**).

The Company is the Listed Australian Holding Company of the Purchaser. Accordingly, on completion of the Acquisition, the Company became the Listed Australian Holding Company of the Target and the Target Group.

4.2 Background to the requirement for financial assistance

(a) Restrictions on companies giving financial assistance

Pursuant to section 260A(1) of the Corporations Act a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (i) giving the assistance does not materially prejudice:
 - (A) the interests of the company or its shareholders; or
 - (B) the company's ability to pay its creditors; or
- (ii) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (iii) the assistance is exempted under section 260C of the Corporations Act.

The requirements for shareholder approval of financial assistance under section 260B of the Corporations Act are described in section 4.1(b).

(b) Shareholder approval of financial assistance

Under section 260B(1) of the Corporations Act, for a company to financially assist a person to acquire shares in itself or a holding company of the company, the financial assistance must be approved by its shareholders by:

- (i) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (ii) a resolution agreed to, at a general meeting, by all ordinary shareholders.

If, immediately after the acquisition, the company will be a subsidiary of another domestic corporation that is listed in Australia (**Listed Australian Holding Company**), then the financial assistance must also be approved by a special resolution passed under section 260B(2) at a general meeting of the Listed Australian Holding Company.

(c) **Approval by shareholders of the Company under section 260B(2)**

The purpose of this Explanatory Statement is to explain in further detail the proposed Resolution 3 set out in the Notice which must be passed under section 260B(2) of the Corporations Act to enable the Target Group (as defined below) of which the Company is the Listed Australian Holding Company to financially assist the Company and Purchaser in connection with the Acquisition (each as defined below).

4.3 Funding arrangements

(a) **Overview**

The Company and the Purchaser amongst other subsidiaries of the Company (the **Borrower**) previously entered into:

- (i) a facility agreement with National Australia Bank Limited (ABN 12 004 044 937) (as **Lender**) dated 11 February 2019, as amended from time to time (**NAB Facility Agreement**);
- (ii) the facility agreement with Commonwealth Bank of Australia (ABN 48 123 123) (as **Lender**) 124 dated 11 February 2019, as amended from time to time (**CBA Facility Agreement**); and
- (iii) a common terms deed poll dated 11 February 2019, as amended from time to time (**CTDP**).

(b) **NAB Facilities**

(i) **Facility limit and term**

The facilities provided under the NAB Facility Agreement (the **NAB Facilities**) are divided into separate facilities as set out below:

- (A) a term loan facility with an aggregate principal amount of \$3,375,000 repayable in full by 1 July 2023 (**NAB Term Loan Facility**);
- (B) a revolving facility with an aggregate principal amount of \$20,000,000 with each repayable on the last day of its interest period (**NAB Revolving Facility**);
- (C) a contingent instrument facility with an aggregate principal amount of \$10,000,000 (**NAB Contingent Instrument Facility**);
- (D) an overdraft facility with an aggregate principal amount of \$1,500,000 repayable in full by 1 July 2023 (**NAB Overdraft Facility**);

- (E) an asset finance facility with an aggregate principal amount of \$30,000,000 under which the available commitment is subject to the Lender's discretion at all times (**NAB Asset Finance Facility**); and
- (F) a credit card facility with an aggregate principal amount of \$500,000 which is subject to the Lender's general standard terms and conditions and any other conditions which apply to this facility (**NAB Credit Card Facility**).

(ii) **Purpose**

The NAB Facilities have been or may be drawn for the following purposes:

- (A) the NAB Term Loan is available for the purposes of refinancing the Existing Facilities (as defined in the NAB Facility Agreement);
- (B) the NAB Revolving Facility is available for funding working capital, other general corporate purposes and acquisitions of businesses and assets;
- (C) the NAB Contingent Instrument Facility is available to issue contingent instruments in connection with operating activities;
- (D) the NAB Overdraft Facility is available to assist with working capital requirements; and
- (E) the NAB Asset Finance Facility is available for use in accordance with the terms of the master asset finance documents.

(iii) **Borrower**

The NAB Facilities are provided to, amongst others, the Company and the Purchaser. Once each Target Guarantor has joined the facility documentation as a guarantor and security provider, each Target Guarantor will be entitled to use the NAB Facilities.

(iv) **Other terms**

The CTPD includes events of default, undertakings, representations and warranties from the borrowers and guarantors under that document consistent with a facility of this nature or as required by the Lenders due to the particular circumstances of this transaction, which are applicable to the NAB Facilities.

(c) **CBA Facilities**

(i) **Facility limit and term**

The facilities provided under the CBA Facility Agreement (the **CBA Facilities**) are divided into separate facilities as set out below:

- (A) a term loan facility with an aggregate principal amount of \$3,375,000 repayable in full by 31 July 2023 (**CBA Term Loan Facility**);
- (B) a revolving facility with an aggregate principal amount of \$20,000,000 with each repayable on the last day of its interest period (**CBA Revolving Facility**);
- (C) an multi option facility with an aggregate principal amount of \$10,000,000 repayable in full by 31 July 2023 (**CBA Multi-Option Facility**); and
- (D) an asset finance facility with an aggregate principal amount of \$30,000,000 under which the available commitment is subject to the Lender's discretion at all times (**CBA Asset Finance Facility**).

(ii) **Purpose**

The CBA Facilities have been or may be drawn for the following purposes:

- (A) the CBA Term Loan Facility is available for the purposes of refinancing the Existing Facilities (as defined in the CBA Facility Agreement);
- (B) the CBA Revolving Facility is available for funding working capital, other general corporate purposes and acquisitions of businesses and assets;
- (C) the CBA Multi-Option Facility is available to issue contingent instruments in connection with operating activities; and
- (D) the CBA Asset Finance Facility is available only for the purpose of asset purchases in the ordinary course of business.

(iii) **Borrower**

The CBA Facilities are provided to, amongst others, the Company and the Purchaser. Once each Target Guarantor has acceded to the facility documentation as a guarantor and security provider, each Target Guarantor will be entitled to use the CBA Facilities.

(iv) **Other terms**

The CTPD includes events of default, undertakings, representations and warranties from the borrowers and guarantors under that document consistent with a facility of this nature or as required by the Lenders due to the particular circumstances of this transaction, which are applicable to the CBA Facilities.

(d) **Hedging Agreement**

The Company has entered into hedging arrangements with National Australia Bank Limited ABN 12 004 044 937 to hedge its interest rate and foreign exchange exposure (the **Hedging Agreement**).

(e) **Guarantees**

The CTPD contains a guarantee and indemnity in respect of the facilities and related hedging. The initial guarantors under the CTPD include the Company and Purchaser. The members of the Target Group will accede to these documents as guarantors (**Target Guarantors**).

(f) **Security**

The Company, the Purchaser and the other initial guarantors under the CTPD have provided security over some or all of their assets to CBA Corporate Services (NSW) Pty Limited as security trustee (**Security Trustee**) to hold on trust for the Lenders under the NAB Facilities and CBA Facilities and the Hedging Agreement pursuant to a security trust deed dated 11 February 2019 (**Security Trust Deed**). The Target Guarantors will provide security over their assets in favour of the Security Trustee upon accession to the CTPD and Security Trust Deed.

4.4 Financial assistance

(a) **Accession to the Finance Documents**

It is proposed that, pursuant to the terms of the Finance Documents, the Target Guarantors accede to the relevant Finance Documents pursuant to an accession deed under each of:

- (i) the NAB Facility Agreement;
- (ii) the CBA Facility Agreement;
- (iii) the Security Trust Deed; and
- (iv) the CTPD,

(each a **Subsidiary Deed of Accession**).

Upon execution of each of the Subsidiary Deeds of Accession, the Target Guarantors would (among other things) become bound by the guarantees, indemnities and undertakings and give the representations and warranties referred to above.

In addition, it is proposed that the Target Guarantors will grant security over their assets and undertakings (subject to agreed exceptions) in favour of the Security Trustee as security for the obligations of all borrowers and guarantors under the Finance Documents (the **Security**). The Security may take the form of a fixed and floating charge over all assets of the relevant Target Guarantor, a registered mortgage in respect of any land owned by the relevant Target Guarantor and/or such other form as may be agreed with the relevant financiers.

(b) **Other support**

In addition, the Target Guarantors may, or may be required to:

- (i) subordinate intercompany claims;
- (ii) transfer assets to, or assume other liabilities of, the Company or Purchaser or other subsidiaries or related parties of the Company;
- (iii) make available directly or indirectly their cash flows (whether through dividends, capital distributions, intercompany loans or otherwise) or other resources in order to enable the Company and the other guarantors to comply with their payment and other obligations in respect of the Financing;
- (iv) consent or agree to amendments to the Finance Documents, including amendments that make their obligations more onerous;
- (v) provide additional support which may include incurring additional obligations and/or providing additional guarantees, mortgages and/or charges on the same or different terms to the Security; and
- (vi) provide other financial assistance in connection with the Acquisition including, without limitation, in connection with any refinancing.

4.5 Resolution - approval under section 260B(2) of the Corporations Act 2001 (Cth)

(a) Financial assistance approvals

The entry by the Target Guarantors into, and the performance by each Target Guarantor of its rights and obligations under the Finance Documents and the Security and the participation by the Target Guarantors in the funding arrangements and other transactions, all as described above, constitutes the giving of financial assistance in connection with the Acquisition, within the meaning of Part 2J.3 of the Corporations Act.

Pursuant to section 260B of the Act, it is proposed that the giving by the Target Guarantors of the financial assistance be approved by:

- (i) a resolution agreed to by all ordinary shareholders of each Target Guarantor pursuant to section 260B(1) of the Corporations Act; and
- (ii) Resolution 3 pursuant to section 260B(2) of the Corporations Act.

(b) Reasons for giving financial assistance

The reason for the giving of the financial assistance described above is to enable the Target Guarantors to accede to the Finance Documents and have access to the facilities under those documents as borrowers.

(c) Effect of financial assistance

As the Purchaser, through which the Company has its interest in the Target Guarantors, is already liable for the amounts payable under the Finance Documents, the giving of the financial assistance described in this

explanatory statement by the Target Guarantors is unlikely to have any adverse effect on the Company, except the Target Guarantors will be restricted by the representations and undertakings given by them under the Finance Documents.

The substantial effect of the financial assistance on the Target Guarantors is that each Target Guarantor will have guaranteed all amounts payable under the Finance Documents and granted security for such obligations over its assets and undertaking. The operations of the Target Guarantors will also be restricted by the representations and undertakings given by them under the Finance Documents.

The directors of the Company do not currently believe that either the Company, the Purchaser, the other original guarantors or the Target Guarantors are likely to default in their obligations under the Finance Documents.

(d) **Advantages of the proposed resolution**

The advantage to the Company of the proposed resolution is that the Target Guarantors will be able to accede to the Finance Documents and so have access to the facilities under those documents.

The advantages of the proposed resolution to the Target Guarantors include:

- (i) the directors of the Company believe that the Financing provided sufficient funding to enable the Company to fund the group's operations and also to finance the Acquisition; and
- (ii) the Target Guarantors will have access to additional working capital facilities either directly by becoming a borrower under the Facilities or indirectly by greater access to funds.

The directors of the Company believe that approving the transactions contemplated by this Explanatory Statement is in the interests of the Company.

(e) **Disadvantages of the proposed resolution**

As the Purchaser, through which the Company has its interest in the Target Group, is already liable for and has provided security over its assets to secure the amounts due under the Finance Documents, the directors of the Company do not believe there are any disadvantages to the Company of the proposed resolution, except that the operations of the Target Group will be restricted by the representations and undertakings given by them under the Finance Documents.

The disadvantages of the proposed resolution for the Target Guarantors include the following:

- (i) they will become liable for the amounts due under the Finance Documents;
- (ii) their assets will be subject to the Security and their operations will be restricted by the representations and undertakings given by them under the Finance Documents;

- (iii) the Borrower may default under the Finance Documents;
- (iv) the Lenders may make a demand under the guarantees provided by the Target Guarantors requiring immediate repayment of the amounts due under the Finance Documents; and
- (v) either of the Lenders may enforce the guarantee and/or security granted by the Target Guarantors to recover the amounts due.

A demand made under the guarantees may result in the winding up of a Target Guarantor and a sale of the Target Guarantors' assets by the Security Trustee upon an enforcement of the Security may result in a return to the Company (and ultimately its shareholders) significantly lower than could have been achieved by the Company had those assets been sold in the ordinary course of business or had the Target Guarantors continued trading.

(f) **Passing Resolution 3**

Resolution 3 is set out in the Notice that accompanies this Explanatory Statement.

Resolution 3 will be passed if 75% of votes cast are in favour of the resolution.

The shareholders may vote either for or against Resolution 3.

4.6 Recommendation

The directors unanimously recommend that the Shareholders vote in favour of Resolution 3 to approve the giving of financial assistance.

4.7 Prior notice to Australian Securities & Investments Commission

As required by section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Statement as sent to the Shareholders were lodged with the Australian Securities & Investments Commission prior to their dispatch to the Shareholders.

4.8 Disclosure

The directors consider that this Explanatory Statement contains all information known to the Company that would be material to the Shareholders in deciding how to vote on the proposed resolution other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the shareholders of the Company.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 8.1

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Acquisition is defined in section 4.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Borrower is defined in section 4.3(a).

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

CBA Facilities and CBA Facility Agreement is defined in section 4.3(c).

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 SRG Global Limited (ACN 104 662 259).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Finance Documents means the NAB Facility Agreement, the CBA Facility Agreement, the Hedging Agreement, the CTDP, the Security Trust Deed and security documents and all other related documents.

Financing means the funding arrangements provided under the Finance Documents.

Hedging Agreement is defined in section 4.3(d).

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.

Listing Rules means the Listing Rules of ASX.

NAB Facilities and NAB Facility Agreement is defined in section 4.3(b) of this **Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Purchaser is defined in section 4.1 and means SRG Global Civil Pty Ltd (ACN 083 214 439).

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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.

Target is defined in section 4.1.

Target Group means the Target and Carr Civil Contracting Pty Ltd (ACN 100 438 257).

Target Guarantors is defined in section 4.3(e).

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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



SRG Global Limited
ABN 81 104 662 259

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 **10:00am (AWST) on Tuesday, 11 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: 181341
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 SRG Global 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 SRG Global Limited to be held at the River Room, Royal Perth Yacht Club, Australia II Drive, Crawley, WA 6009 on Thursday, 13 October 2022 at 10:00am (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	Election of Director – Ms Amber Banfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval under Section 260B(2) of the Corporations Act 2001 (Cth)	<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

