

ASX Announcement

Notice of Annual General Meeting

Sydney: Wednesday, 27 September 2023

Endeavour Group Limited (ASX:EDV) will hold its 2023 Annual General Meeting on Tuesday, 31 October 2023 commencing at 10.00am (AEDT). The meeting will be held in person in the Grand Ballroom at the Four Seasons Hotel Sydney, 199 George Street, Sydney, New South Wales 2000 and online.

Attached is the 2023 Notice of Annual General Meeting and meeting-related documents.

Shareholders can visit <https://www.endeavourgroup.com.au/investor-relations/annual-general-meetings> for important information about the meeting and to access and download the Notice of Annual General Meeting and Virtual Meeting Online Guide.

The release of this announcement was authorised by the Company Secretary.

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2023

Notice of Annual General Meeting

ENDEAVOUR GROUP LIMITED
ACN 159 767 843

Chairman's Message

On behalf of the Board, I am pleased to invite you to the 2023 Annual General Meeting of Endeavour Group Limited to be held on Tuesday, 31 October 2023 commencing at 10.00am (AEDT).



Dear Shareholder

We look forward to meeting you in the Grand Ballroom at the Four Seasons Hotel Sydney. For those shareholders that are unable to attend in person the Annual General Meeting will also be held virtually.

The Annual General Meeting provides us with the opportunity to update you on the progress of our business priorities and for you to ask questions of your Directors, the Management team and our Auditor. The resolutions we are putting forward for you to consider are detailed below.

All shareholders (with the exception of those attending via telephone) will have the opportunity to vote, interact and ask questions of Directors, Management and our Auditor, whether attending in person or virtually. Shareholders attending via telephone will be able to ask questions during the meeting but are unable to vote via the telephone.

For those unable to attend, we encourage you to submit your directed proxy vote, along with your questions, ahead of the meeting.

Items of Business

The Notice of Meeting for the Annual General Meeting commences on page 5 of this document and outlines the items of business we will consider. The Notice of Meeting contains resolutions for:

- the election of Bruce Mathieson Jr and Rod van Onselen, as Directors who have been endorsed by Board;
- the election of William Wavish as a Director, an external nominee offering himself for election, who is not endorsed by the Board;

- the adoption of Endeavour's 2023 Remuneration Report;
- the grant of performance share rights to the Managing Director and Chief Executive Officer, Steve Donohue, under the Long-Term Incentive Plan; and
- the renewal of the proportional takeover provisions in Endeavour's Constitution (a special resolution).

Background information on these items is contained in the Explanatory Notes on pages 9 to 18, which form part of the Notice of Meeting. This year, Mr William Wavish, has nominated himself for election as a director. For the reasons set out on pages 11 and 12 of the Explanatory Notes, the Board has recommended that shareholders vote against Mr Wavish's election as a director.

The Notice of Meeting is accompanied by our Voting/Proxy Form and Shareholder Question Form. The dates and times by which these forms must be provided to us, if you wish to do so, is included at page 4.

I look forward to welcoming you to our Annual General Meeting and updating you on Endeavour's operations and priorities.

Yours sincerely

A handwritten signature in blue ink, which appears to read 'Peter Hearl'. The signature is stylized and fluid.

Peter Hearl
Chairman

Directions for the AGM

The 2023 Annual General Meeting (**AGM** or **Meeting**) of Endeavour Group Limited (**Endeavour**) will be held:

In person at:

Grand Ballroom

Four Seasons Hotel Sydney
199 George Street
Sydney NSW 2000

Online at:

meetings.linkgroup.com/EDV23

See page 4 for further information.

The Four Seasons Hotel Sydney (**Four Seasons**) is located in the Sydney CBD. It can be accessed by entrances on George Street (main entrance) or Harrington Street.

Mobility impaired access

There is level access to enter the Four Seasons on George Street. An accessible route is available from the lobby to the Grand Ballroom.

By public transport or car



By train and light rail

Circular Quay and Wynyard stations are the most convenient train stations to the Four Seasons and both are about a five minute walk away.



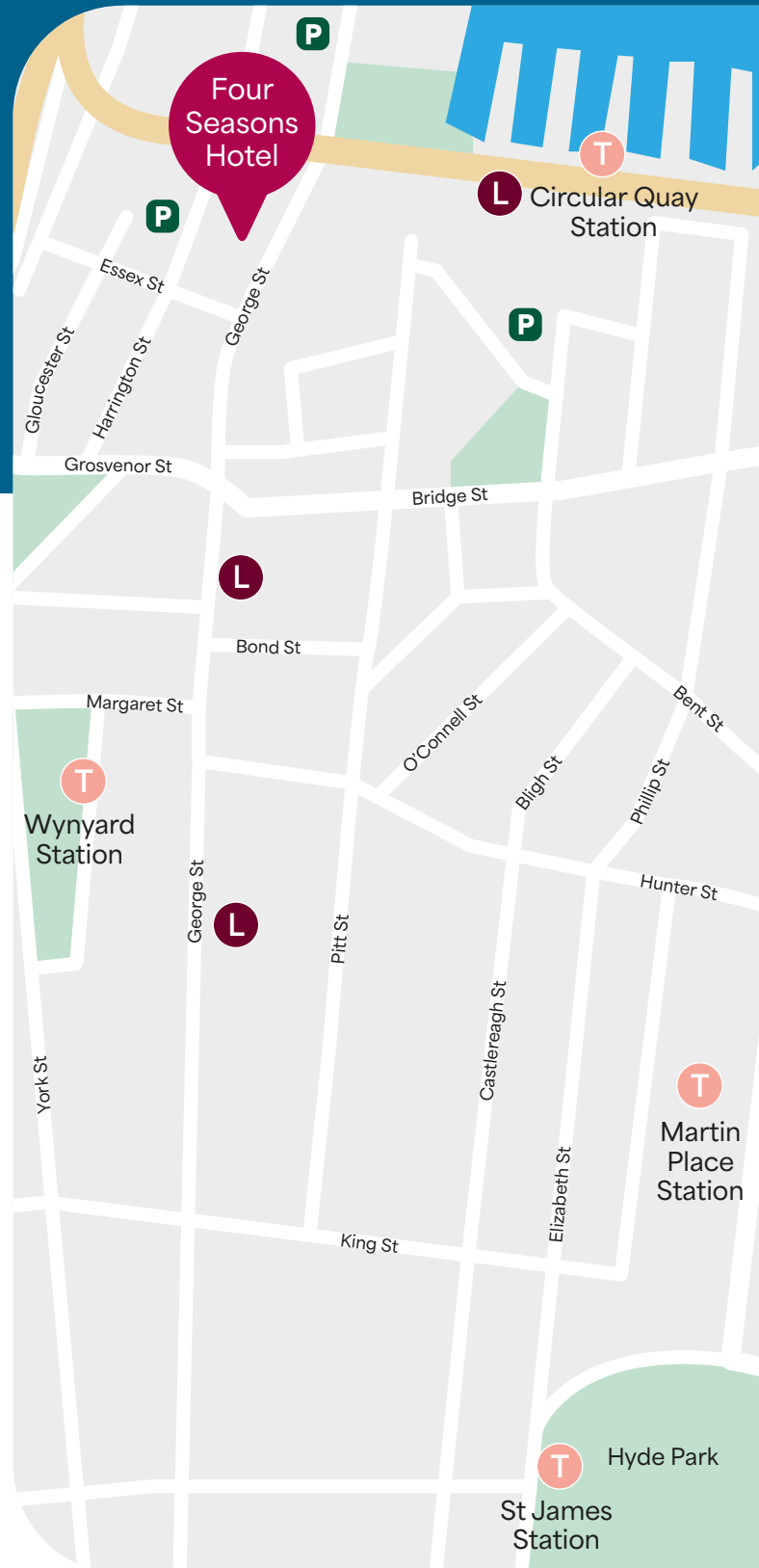
By car

Passengers may be dropped off at the George Street entrance. Parking for a fee is available at the Four Seasons by using their valet service at the George Street entrance. Parking is also available at several Wilson Parking stations close by to the Four Seasons.



By taxi

Taxi ranks are located directly at the main entrance of the Four Seasons on George Street.



How to participate in the AGM

Before the AGM



Notice of Meeting

- Access the Notice of Meeting online at endeavourgroup.com.au/investor-relations.
- Request a hard copy of the Notice of Meeting, Voting/Proxy Form or Shareholder Question Form by phoning +61 1300 420 545 or emailing endeavour@linkmarketservices.com.au.

Endeavour no longer sends the Notice of Meeting or meeting-related documents to you in hard copy unless you have requested that a copy be mailed to you.



Direct vote or appoint proxy

- Return your completed personalised Voting/Proxy Form, or complete the Voting/Proxy Form online by logging on to investorcentre.linkmarketservices.com.au (or via the link emailed to you).
- If you appoint a proxy other than the Chairman, you must provide your intended proxy's email address.
- We encourage shareholders with more than one shareholding to vote your holdings prior to the AGM.

To be valid your vote or proxy appointment must be received by 10.00am (AEDT) on Sunday, 29 October 2023.



Ask a question

- Shareholders are encouraged to submit questions in advance of the AGM by returning the hard copy Shareholder Question Form, or by submitting questions online by logging on to investorcentre.linkmarketservices.com.au (or via the link emailed to you).
- Questions submitted in advance of the AGM must be received by 10.00am (AEDT) on Tuesday, 24 October 2023.

At the AGM

Attend in person

Join us in the Grand Ballroom at the Four Seasons. The location is shown on the map on page 3, and registration will commence at 9.00am (AEDT) on Tuesday, 31 October 2023. Endeavour's share registry, Link Market Services (**Link**), will be present to assist shareholders (and other attendees) with registration. Details on how to vote at the AGM will be provided to you upon registration.



Watch online

- Enter meetings.linkgroup.com/EDV23 into a web browser.
- Enter your name, mobile number, email and participant type: 'Shareholder' (including body corporate representatives and attorneys), 'Proxy' or 'Guest' (including media). Select 'Register and Watch Meeting'.
- The portal will display a split screen of the live webcast and the AGM presentation slide.



Vote online

- Shareholders (including proxies, attorneys and body corporate representatives) can vote online.
- You can access a voting card by clicking on the button at the bottom of the screen in the online portal.
- Voting will open at the start of the AGM.

To vote or ask a question online, you will need to provide your securityholder number (i.e. your SRN/HIN) or proxy number. Link will email proxy numbers to proxies 24 hours before the AGM.



Ask a question online

- Shareholders (including proxies, attorneys and body corporate representatives) can ask questions online.
- You can access the question screen by clicking on the button at the bottom of the screen in the online portal.
- Questions will be read aloud at the AGM.



Attend by telephone

Shareholders, proxies, body corporate representatives and attorneys can listen to the AGM and ask questions. To join the AGM:

- You will need a PIN to register, listen to proceedings and ask a question. Your PIN will be a unique number to you.
- Request your unique PIN by phoning Link on +61 1800 990 363 by 5.00pm (AEDT) on Tuesday, 24 October 2023. You will need to verify your identity to obtain a PIN.
- Dial 1800 416 511 or, for international participants, +61 2 7207 9414 at least 10 minutes before the AGM starts and register your attendance with your PIN.

It will not be possible to vote by telephone.



Ask a question by telephone

- Select *1 on your handset and advise the operator whether your question relates to an Item of Business or general business.
- If you no longer wish to ask a question you can press *2 on your handset.



Guests and media

Guests are not required to provide a PIN, and may join the AGM by dialling 1800 416 511 or +61 2 7207 9414 for those dialling internationally.

Visit endeavourgroup.com.au/investor-relations and refer to the Virtual Meeting Online Guide for further details about attending the AGM via the online portal or by telephone.

If you require assistance, please call **+61 1800 990 363**.

Notice of Meeting

The 2023 Annual General Meeting (**AGM** or **Meeting**) of Endeavour Group Limited (**Endeavour**) will take place on Tuesday, 31 October 2023 commencing at 10.00am (AEDT) in the Grand Ballroom at the Four Seasons Hotel Sydney, 199 George Street, Sydney, New South Wales and online at meetings.linkgroup.com/EDV23.

Items of Business

The Items of Business should be read in conjunction with the Explanatory Notes on pages 9 to 18. The Explanatory Notes form part of this Notice of Meeting.

1. Consideration of Financial and Other Reports

To consider the Financial Report, Directors' Report and Auditor's Report of Endeavour Group Limited and its controlled entities for the financial year ended 25 June 2023.

Note: No resolution is required for this Item of Business.

2. Election of Board endorsed Directors

- a. To elect Bruce Mathieson Jr as a Director.
- b. To elect Rod van Onselen as a Director.

3. Election of non-Board endorsed Director Candidate

To elect William Wavish as a Director.

4. Adoption of Remuneration Report

To adopt the Remuneration Report of Endeavour Group Limited for the financial year ended 25 June 2023 as set out in the Annual Report.

Note: This resolution is advisory only and does not bind Endeavour or its Directors.

5. Approval of Long-Term Incentive grant to the Managing Director and CEO

To approve for all purposes, including ASX Listing Rule 10.14, the grant of performance share rights to Steve Donohue, Managing Director and Chief Executive Officer under the Long-Term Incentive Plan on the terms described in the Explanatory Notes.

6. Renewal of Proportional Takeover Provisions in the Constitution

To approve as a special resolution, the renewal of the proportional takeover provisions in Articles 6.9 to 6.13 of Endeavour Group Limited's Constitution for a period of three years commencing with effect from the date of this Meeting.

By order of the Board



Taryn Morton
Company Secretary
27 September 2023

Voting information

The voting information below forms part of the Notice of Meeting. A reference to an Item is any Item of Business referred to on page 5.

Voting Exclusion Statements

Item 4 – Adoption of Remuneration Report

A vote on Item 4 must not be cast:

- by or on behalf of a member of the key management personnel (**KMP**) whose remuneration is included in the Remuneration Report or their closely related parties (i.e. any spouse, child, certain other close family members, or controlled company) regardless of the capacity in which the votes are cast; or
- as a proxy by a member of the KMP as at the date of the Meeting or their closely related parties,

unless the votes are cast as a proxy for a person entitled to vote on the resolution and the votes are cast:

- in accordance with a direction as to how to vote in the Voting/Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorisation on the Voting/Proxy Form to vote undirected proxies as the Chairman sees fit.

Item 5 – Approval of Long-Term Incentive grant to the Managing Director and CEO

Endeavour will disregard any votes cast in favour of Item 5 by or on behalf of Mr Donohue or any of his associates. However, this does not apply to a vote cast in favour of Item 5 by:

- a proxy or attorney for a person entitled to vote on the resolution and the vote is cast in accordance with a direction as to how to vote in the Voting/Proxy Form; or
- the Chairman of the Meeting as a proxy or attorney for a person entitled to vote on the resolution pursuant to an express authorisation on the Voting/Proxy Form to vote undirected proxies as the Chairman sees fit; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that the following conditions are met:
 - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the shareholder votes on the resolution in accordance with the directions given by the beneficiary.

In addition, a vote must not be cast on Item 5 by a member of the KMP as at the date of the Meeting or their closely related parties, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy

is to vote on Item 5. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting acting as proxy for a person entitled to vote on Item 5 pursuant to an express authorisation on the Voting/Proxy Form to vote undirected proxies as the Chairman sees fit.

Eligibility to vote at the AGM

The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in Endeavour's register of shareholders as at 7.00pm (AEDT) on Sunday, 29 October 2023. Share transfers registered after this time will be disregarded in determining voting entitlements.

All resolutions will be by poll

Voting on each of the proposed resolutions at the AGM will be conducted by poll.

Registration and attendance

The online portal at meetings.linkgroup.com/EDV23 will be available from 9.00am (AEDT) on the day of the Meeting (Tuesday, 31 October 2023).

You can register your attendance as a shareholder (including body corporate representatives and attorneys) or as a proxy before the start of the Meeting.

The telephone line will be open from 9.30am (AEDT) on the day of the Meeting (Tuesday, 31 October 2023). You will need a PIN to register your attendance as a shareholder (including body corporate representatives and attorneys) or as a proxy. Request your unique PIN by Tuesday, 24 October 2023 by phoning Link on +61 1800 990 363.

Guests can attend the AGM in person, via the online portal or by telephone and watch or listen to the webcast, but only shareholders, attorneys, body corporate representatives or proxies can vote or ask questions (noting however that voting is not available via telephone attendance).

Further details can be found in the Virtual Meeting Online Guide available at endeavourgroup.com.au/investor-relations.

Voting

Direct voting prior to the AGM

If you are entitled to attend and vote at the AGM, you are entitled to vote your shares directly prior to the Meeting. You may do so by returning a hard copy Voting/Proxy Form to Link or by completing the form online by logging on to investorcentre.linkmarketservices.com.au (or via the link emailed to you). By marking 'X' in the box at option A on the Voting/Proxy Form you are voting your shares directly. You should then complete your voting directions by selecting 'For' or 'Against' for each Item. If you mark the 'Abstain' box for any Item, your vote will be invalid.

If you vote on at least one Item but leave other Item(s) blank, the vote on the Item(s) marked will be valid, but no vote will be counted for the Item(s) left blank.

If you leave the voting boxes blank for all Items, the Chairman of the Meeting will be deemed to be your proxy for all Items. The Chairman's voting intentions are set out on page 8.

If you are present at the Meeting at the time an Item is considered (either in person or via the online portal), your direct vote will have no effect and will be disregarded for the Item. If you prefer that your direct vote is not disregarded, consider registering at the venue as a guest, or watching the online webcast as a guest, rather than registering as a shareholder.

If Endeavour receives your direct vote on an Item and also receives a Voting/Proxy Form appointing a proxy, attorney or corporate representative to vote on your behalf, your appointment of a proxy, attorney or corporate representative will be disregarded.

Voting in person during the AGM

If you are present in person at the AGM and entitled to vote, you will be provided a voting form upon registration and will be invited to submit this form at any time during the Meeting while the poll is open.

Voting online during the AGM

If you attend the AGM via the online portal, you can vote in real time at any time while the poll is open, by accessing your voting card in the online portal.

You will need to provide your securityholder number and postcode or the proxy number that Link will email to your proxy 24 hours before the AGM.

Your securityholder number is your SRN/HIN, which appears on your Voting/Proxy Form or Holding Statement.

Voting by proxy

If you are a shareholder who is unable to attend the AGM and you choose not to lodge a direct vote prior to the Meeting, you can appoint a proxy to attend the Meeting and vote on your behalf. A proxy does not need to be a shareholder. They may be an individual or a body corporate.

You can appoint a proxy by returning a hard copy Voting/Proxy Form to Link or by completing the form online by logging on to investorcentre.linkmarketservices.com.au (or via the link emailed to you). You should mark 'X' in the box at option B on the Voting/Proxy Form if you wish to appoint the Chairman of the Meeting as your proxy, or alternatively insert the name and email address of your nominated proxy in the space provided in option B.

If you appoint someone other than the Chairman of the Meeting as your proxy, you must provide their email address. Your proxy will be sent a proxy number via email no later than 24 hours prior to the AGM, which they

will need to enter the online Meeting and vote on your behalf. If you do not provide an email address, your proxy appointment will revert to the Chairman of the Meeting.

If you lodge the Voting/Proxy Form and do not appoint someone else, the Chairman of the Meeting will act as your proxy by default.

We encourage you to direct your proxy on how to vote. You can do this by marking the appropriate 'For', 'Against' or 'Abstain' boxes on the Voting/Proxy Form. Subject to the details set out on page 6 in relation to voting of members of Endeavour's KMP, if no voting directions are given for an Item the proxy may vote as they see fit.

If you are entitled to cast two or more votes at the AGM, you may appoint up to two proxies. If you do so, you should specify the proportion or number of votes for each proxy. If not specified, each proxy will exercise half of the votes.

If you intend to appoint a body corporate as your proxy, the body corporate must appoint an individual as its corporate representative to exercise its powers at the Meeting.

If you appoint a proxy, you may still attend the AGM. However, your proxy's right to speak and vote will be suspended while you are present in person or via the online portal. If you would prefer that the rights of your proxy were not suspended, consider registering at the venue as a guest, or watching the webcast as a guest, rather than registering as a shareholder. If your proxy does not attend the Meeting in person or online (or attends, but does not vote), then the Chairman of the Meeting is appointed as your proxy.

Submitting your direct vote or proxy appointment

Your direct vote or proxy appointment must be received by the share registry no later than 10.00am (AEDT) on Sunday, 29 October 2023. If it is received after this time, it will not be valid.

You can submit your Voting/Proxy Form:

- **Online**, by following the link emailed to you or by logging on to investorcentre.linkmarketservices.com.au and following the prompts and instructions. You will need your SRN/HIN which appears on your Voting/Proxy Form or Holding Statement.
- **By mobile device**, by scanning the QR code on the Proxy/Voting Form and following the prompts. You will need your SRN/HIN and postcode.
- **By post** to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.
- **By fax** on +61 2 9287 0309.

Voting information

Voting by attorney

You can appoint an attorney to attend the AGM and vote on your behalf under a power of attorney. A copy of the power of attorney must be received by Link no later than 10.00am (AEDT) on Sunday, 29 October 2023, unless it has been previously provided. Your attorney will need your SRN/HIN and postcode to register on your behalf.

Voting by body corporate representative

In order for a body corporate shareholder to attend and vote at the AGM, an individual must be appointed to represent the body corporate. Appointed corporate representatives will need to provide a signed 'Certificate of Appointment of Corporate Representative' form to Link no later than 10.00am (AEDT) on Sunday 29, October 2023, unless it has been previously provided. The form can be obtained online at linkmarketservices.com.au or by calling Link on +61 1300 420 545. Body corporate representatives will require the SRN/HIN and postcode for the holding to register as a shareholder at the AGM.

Chairman's Voting Intentions

If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct him how to vote, you are expressly authorising the Chairman to cast your undirected vote on all Items as the Chairman sees fit (even though Items 4 and 5 concern the remuneration of members of the KMP of Endeavour).

If you appoint any other member of Endeavour's KMP or their closely related parties as your proxy, they will not be able to vote your proxy on Items 4 and 5 unless you direct them how to vote.

The Chairman of the Meeting intends to vote all available undirected proxies on, and in favour of, Items 2, 4, 5 and 6 and against Item 3.

The Chairman's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a shareholder (including by body corporate representative or attorney) is conclusive.

Questions

Submitting questions before the AGM

You may submit written questions before the Meeting by returning the Shareholder Question Form sent to you or logging on to investorcentre.linkmarketservices.com.au and following the prompts and instructions.

Questions must be submitted by 10.00am (AEDT) by Tuesday, 24 October 2023.

The Chairman and CEO will address the key themes from the questions submitted before the AGM in their addresses.

Asking questions during the AGM

During the AGM, shareholders (including attorneys and body corporate representatives) and proxies can ask questions in person, via the online portal or by telephone.

Questions should relate to the operations and management of Endeavour, the Items of Business of the AGM or, if addressed to Endeavour's Auditor, the content of the Auditor's Report and the conduct of the audit.

Questions received online will be read aloud at the AGM by a moderator. Shareholders on the telephone will be able to ask their questions directly.

To allow as many shareholders as possible to raise their questions, please:

- state your question clearly (whether you submit it in person, via the online portal or by telephone);
- ask questions relevant to the business of the AGM or to the performance, business or management of Endeavour; and
- if you have more than one question, ask one question at a time.

The Chairman of the Meeting reserves the right to determine that questions on a certain topic should no longer be asked once he has determined that shareholders have had a reasonable opportunity to ask questions on that matter.

Questions about issues you are experiencing as an Endeavour customer

If you have specific questions about your experience as an Endeavour customer, please raise those questions through our Customer Service team, who will be able to assist with any concerns.

Contact details for each of our businesses can be found online at endeavourgroup.com.au/contact.

Explanatory notes

Item 1 – Consideration of Financial and Other Reports

As required by the *Corporations Act 2001* (Cth) (**Corporations Act**), the Financial Report, Directors' Report and Auditor's Report of Endeavour and its controlled entities for the financial year ended 25 June 2023 (collectively, the **Reports**) will be laid before the Meeting.

The Reports are contained in Endeavour's 2023 Annual Report which can be accessed at endeavourgroup.com.au/investor-relations.

There is no requirement in the Corporations Act or in the Endeavour Constitution for shareholders to approve the Reports. Accordingly, there will be no resolution put to the Meeting. However, shareholders will be given a reasonable opportunity to raise questions or make comment on the Reports and the management of Endeavour.

Shareholders will also be provided a reasonable opportunity to ask questions of Deloitte Touche Tohmatsu, Endeavour's Auditor, about the content of the Auditor's Report and the conduct of the audit.

Item 2 – Election of Board endorsed Directors

Bruce Mathieson Jr and Rod van Onselen have been appointed as Directors of Endeavour since the last AGM and offer themselves for election in accordance with the Constitution.

Each Director's experience and qualifications are as set out on page 10.

The Board has in place criteria and processes for the selection, appointment, election and re-election of Directors. These include:

- ensuring that there is an appropriate mix of skills, experience, independence and diversity in its membership to address the business and governance needs of Endeavour;
- assessing prospective director candidates against the skills and experience identified by the Board and undertaking relevant probity enquiries; and
- at least annually, considering the independence and performance of each Director.

The Board, with the assistance of the Nominations Committee, has considered each Director standing for election at the upcoming AGM having regard to the performance of each Director during their time in office and their other commitments and responsibilities, and the Board's independence requirements. The Board (with the exception of each Director in relation to their own election) supports and recommends to shareholders each of the Directors standing for election.

Explanatory notes



Bruce Mathieson Jr

MAICD

Non-Executive Director

Appointed: 25 November 2022

Board Committees: People, Culture and Performance Committee, Transformation Committee and Nominations Committee

Bruce has over 25 years of hospitality and gaming experience, having held a number of senior management positions with BMG Hotel Group and ALH Group.

Bruce commenced with the ALH Group in 2004. He held the role of Managing Director of Hotels at Endeavour Group until December 2021 and before that he was the Chief Executive Officer and Director of ALH Group. Prior to these roles he was the National Operations Manager at ALH Group.

Bruce was a board member of the Australian Hotels Association (Victoria) from 2001 to 2006. He was also a member of the Victorian Responsible Gambling Ministerial Advisory Group between 2007 and 2015.

The Board believes that Bruce's insight into the operations of Endeavour through his extensive understanding of the ALH business and his experience in the hospitality industry enables him to contribute a unique perspective to Board deliberations.

The Board does not consider Bruce to be an independent Non-executive Director, as he was employed in an executive capacity by Endeavour until June 2022 and he is connected to the Bruce Mathieson Group, a substantial shareholder of Endeavour.

The Board (with Bruce Mathieson Jr abstaining) unanimously recommends that shareholders vote **FOR** Bruce Mathieson Jr's election.



Rod van Onselen

BCom (Hons), LLB (Hons), MBA

Independent Non-Executive Director

Appointed: 29 June 2023

Board Committees: Audit, Risk and Compliance Management Committee, Transformation Committee and Nominations Committee

Rod has significant experience in digital innovation and technology, business transformation and business growth strategies obtained from a range of advisory and executive leadership roles over a 20 year period.

Rod is currently a Senior Advisor at TPG Capital, leading the operations capability in Australia and New Zealand where he works with TPG's portfolio companies to drive business growth and transformation.

Rod is also a director of Tucker Holdco Pty Limited, which operates the Made Group - a producer of innovative food and non-alcoholic beverage brands across APAC.

Rod was the Chief Digital & Growth Officer at Origin Energy, where he held a number of senior executive positions over a five year period, including leading Origin's digital and retail business transformations. Earlier in his executive career, Rod was at Sportsbet where he oversaw and scaled its online business, and prior to that, at ANZ Bank where he held various senior strategy and transformation roles, and led data and analytics for ANZ's Australia business.

The Board believes Rod's significant exposure to digital innovation, technology and business transformation, as well as his experience with business growth strategies adds to the Board's skillset and provides valuable insights and knowledge to Board and Committee discussions.

The Board considers Rod to be an independent Non-executive Director.

The Board (with Rod van Onselen abstaining) unanimously recommends that shareholders vote **FOR** Rod van Onselen's election.

Explanatory notes

Item 3 – Election of non-Board endorsed Director Candidate

In accordance with Article 10.6(a) of Endeavour's Constitution, an external non-Board endorsed candidate and shareholder, Mr William Wavish, offers himself for election. Mr Wavish has indicated that his commitment to serving on the Board is likely to be for a maximum three year term, if elected.

The following statement has been provided by Mr Wavish in support of his nomination and has not been independently verified by Endeavour.

William Wavish

I worked for Woolworths from 1999 to 2004 as Finance Director and Supermarkets Director. Throughout that time I was closely involved in all Woolworths liquor and hotels businesses, and for most of that time they reported to me. In particular, I:

- Led the re-organisation of part of Woolworths liquor businesses into BWS, and the acquisition of large numbers of liquor licenses and premises.*
- Took Woolworths liquor sales from under \$1 billion at #2 in market share, past Coles, to #1.*
- Took Woolworths liquor chain from 42 to 574 outlets over five years.*
- Worked to buy Woolworths first hotels, mainly in Queensland.*
- Led the ASX acquisition of ALH and its integration into Woolworths.*
- Was responsible for the extension of Dan Murphy's out of Victoria to NSW and beyond.*
- Was jointly responsible for Woolworths Project Refresh and over \$3 billion in cost savings.*

I have been in retail for over 50 years including with New Zealand-Bendon, Dominion Breweries, Farmers Trading, Hetheringtons, Passmore's Liquor, Hong Kong and China – Dairy Farm, Wellcome, HK Land, Master Kong Australia-Hanimex, Myer (Executive Chairman), Dick Smith, Woolworths, Franklins and Collette.

In recent years I have focused on my charitable activities with an emphasis on Indigenous affairs.

I led the formation of National Indigenous Culinary Institute which very successfully trains Indigenous chefs for top restaurants in Sydney, Melbourne and Brisbane. Over 10 years we have trained and developed many chefs with about 30 in training at this time. I remain Founder and Patron but have now stepped down from the Board.

Clontarf is a remarkable academy for over 10,000 Indigenous secondary school boys in over 130 academies across Australia. I assist founder, Gerard Neesham, with emphasis on North Western NSW.

I fund neuro-feedback treatment for PTSD, memory loss, foetal alcohol syndrome and autism, with considerable

success. In particular, FAS treatment for Indigenous children has met with early success.

For 12 years I have been a director of Australian Age of Dinosaurs.

Eligibility for election

Endeavour operates in a highly regulated environment and most relevant is the regulation relating to gaming and liquor in the States and Territories in which it operates. This regulation is core to Endeavour's operations and includes the requirement to satisfy specific regulatory requirements relating to the appointment of directors to the Endeavour Board. In certain States, regulatory approvals must be obtained prior to a person being appointed or elected to the Board.

To support this important requirement, Article 10.6(b) of Endeavour's Constitution provides that a person is only eligible for appointment or election as a director of Endeavour if all necessary approvals which are required for that person to be appointed or elected as a director of Endeavour have been obtained.

Mr Wavish's nomination was received on the closing date for receipt of director nominations for election at the Meeting. Endeavour has initiated the regulatory approval process required for Mr Wavish to meet the eligibility criteria in Article 10.6(b) of the Constitution. As at the date of this Notice of Meeting, the necessary regulatory approvals have not been received. If the necessary regulatory approvals are not received by the commencement of the AGM, Mr Wavish will not be eligible for election at the Meeting and the resolution will be withdrawn and not put to a shareholder vote.

Endeavour will provide shareholders with an update at the AGM on the status of the regulatory approvals relating to Mr Wavish.

Board Assessment of Mr Wavish's nomination

In addition to the regulatory eligibility criteria noted above, it is in the best interests of shareholders and consistent with good governance practices that all prospective non-executive director candidates undergo Endeavour's director selection, appointment and election process (which is set out on page 13 of Endeavour's 2023 Corporate Governance Statement). As at the date of completing this Notice of Meeting, there has not been sufficient time since receiving Mr Wavish's nomination on 28 August 2023 for the Board to complete the customary processes it undertakes in selecting and appointing directors, including the associated probity assessments, in relation to Mr Wavish.

In addition, the Board has recently engaged an external search firm (prior to receipt of Mr Wavish's nomination) to identify new independent non-executive director candidates and has identified the criteria it is seeking in those appointments. That process is ongoing.

Explanatory notes

Members of Endeavour's Nominations Committee met with Mr Wavish to advance the assessment of his skills, experience and suitability to be a director of Endeavour, having recognised that aspects of Mr Wavish's prior skills and experience may align to Endeavour's future requirements. Mr Wavish was invited to participate in the formal director search process underway and to be considered with other prospective candidates. At the time, he declined to participate in this process. The offer remains open to Mr Wavish to join the process.

The Board has communicated its focus on strengthening Board independence in future director appointments. Mr Wavish has declared that he meets Endeavour's independence criteria. Enquiries are underway to confirm Mr Wavish's independence, his interests (including any potential conflict of interests), education, criminal and bankruptcy records and character references.

Having regard to the timing of Mr Wavish's nomination, the outstanding probity assessments, pending necessary regulatory approvals and ongoing formal director search process, the Board is not in a position to determine whether it is in the best interests of Endeavour for Mr Wavish to be elected as a director of Endeavour at the Meeting and therefore recommends that shareholders vote against the resolution.

Bruce Mathieson Jr, a non-independent Director, believes that Mr Wavish is a qualified and suitable candidate to be elected to the Board and supports his nomination.

Colin Storrie, a non-independent Director, does not take a position on Mr Wavish's nomination.

Item 4 – Adoption of Remuneration Report

The Remuneration Report on pages 58 to 86 of Endeavour's 2023 Annual Report sets out Endeavour's remuneration framework and reports on the remuneration in place for Endeavour's KMP for the year ended 25 June 2023.

Endeavour's remuneration framework has been designed to enable the achievement of Endeavour's purpose and strategy, which are underpinned by the company's values and ways of working. The framework aims to align executive and shareholder interests, attract and retain talented team members and support long and short-term value creation, by providing team members with competitive remuneration and reward for responsible and sustainable long-term performance.

The vote on this Item is advisory only and does not bind the Directors of Endeavour. The Directors will consider the outcome of the vote and feedback from shareholders at the AGM when considering Endeavour's remuneration framework.

A voting exclusion statement applies to this Item, which is set out on page 6.

The Board recommends that shareholders vote **AGAINST** William Wavish's election.

The Board unanimously recommends that shareholders vote **FOR** the adoption of the Remuneration Report.

Explanatory notes

Item 5 – Approval of Long-Term Incentive grant to the Managing Director and CEO

Endeavour intends to grant 451,052 performance share rights to Steve Donohue, Managing Director and Chief Executive Officer of Endeavour (**CEO**) under the Long-Term Incentive Plan (**LTI Plan**) covering the three year performance period from 1 July 2023 to 1 July 2026 (**F24 LTI**).

The vesting of the performance share rights is subject to the performance conditions that have been designed to align the CEO's interests with those of shareholders. Details of these performance conditions are on pages 14 to 16.

Why is shareholder approval being sought?

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval before providing shares or share rights to a director under an employee incentive scheme.

Approval is sought to grant performance share rights under the LTI Plan to the CEO. Shareholder approval is not required under Listing Rule 10.14 if the shares to be allocated on vesting of the performance share rights are required by the terms of the employee incentive scheme to be purchased on-market by Endeavour, rather than being issued.

The terms of the employee incentive scheme currently allow Endeavour, on vesting of the performance share rights, to either issue shares or source them on-market. Shareholder approval is being sought to preserve flexibility in case, for any reason, it is considered in Endeavour's best interests to issue shares rather than source them on-market.

If shareholder approval is not obtained then, subject to the achievement of the performance and service conditions described in this Notice of Meeting, the Board will consider alternative remuneration arrangements, which may include the CEO to receive either shares purchased on-market or a cash payment at the end of the performance period, in each case equivalent in value to the F24 LTI he would have received had shareholder approval been obtained.

What is the CEO's proposed F24 LTI grant?

The proposed F24 LTI grant for the CEO is 451,052 performance share rights. This is the maximum number of performance share rights that can be granted to the CEO for his F24 LTI.

The initial face value of the maximum number of performance share rights is \$2,830,081 and represents 170% of the CEO's total fixed remuneration as at 1 July 2023. The performance share rights to be granted were

calculated based on the volume weighted average price (**VWAP**) of Endeavour shares for the five business days up to and including 1 July 2023 (\$6.2744).

The CEO's maximum total remuneration package is \$6,991,971. In addition to the F24 LTI grant, the CEO remuneration comprises of total fixed remuneration of \$1,664,755 and a Short-Term Incentive (**STI**) equal to 100% of total fixed remuneration (\$1,664,755) at target (and 150% at maximum) paid 50% in share rights deferred for two years and 50% in cash. The STI is payable based on the business performance of Endeavour against Board-approved performance measures and the Board's assessment of the CEO's individual performance across strategic and business goals and Endeavour's ways of working.

The actual value (if any) that the CEO will receive from the F24 LTI grant cannot be determined until the end of the three-year performance period and will depend on the extent to which the performance conditions are achieved and the Endeavour share price at the time of vesting.

The grant of performance share rights under the LTI Plan is designed to align Endeavour's and the CEO's interests with those of shareholders by providing an incentive linked to Endeavour's performance over the relevant performance period.

How was the number of performance share rights calculated?

The following formula was used to calculate the maximum number of performance share rights to be granted to the CEO:

$$\begin{array}{rcl} 451,052 & & 170\% \times \$1,664,755 \\ \text{performance} & = & \hline \text{share rights}^1 & & \text{VWAP of Endeavour shares} \\ & & (\$6.2744) \end{array}$$

Summary of key terms of the CEO's proposed F24 LTI grant

A summary of the key terms of the proposed F24 LTI grant to the CEO is set out in the tables on pages 14 to 16.

A voting exclusion statement applies to this Item, which is set out on page 6.

The Board (with Steve Donohue abstaining) unanimously recommends that shareholders vote **FOR the grant of performance share rights to Steve Donohue for the F24 LTI.**

¹ Rounded down to the nearest whole performance share right so as not to exceed the maximum allocation value.

Explanatory notes

Term	Detail
Entitlements	<p>Each performance share right is a right to acquire one share in Endeavour, subject to the achievement of the performance conditions set out below.</p> <p>Performance share rights are granted at no cost to the CEO. They are non-transferable, except with the express approval of the Board or its delegate or by force of law on death or legal incapacity.</p> <p>They do not carry any dividend or voting rights prior to vesting. At the time of vesting, there is no entitlement to any additional performance share rights on account of an amount equivalent to any dividends that would have been paid and reinvested on the shares underlying the vested performance share rights during the performance period.</p>
Grant date	<p>The performance share rights will be granted to the CEO as soon as practicable after the 2023 AGM, but in any event, within 12 months of the 2023 AGM, and will have an effective grant date of 1 July 2023.</p> <p>This is consistent with the effective grant date for the other team members participating in the LTI Plan.</p>
Performance measures	<p>The performance share rights are subject to the following performance measures that will be tested separately:</p> <ol style="list-style-type: none"> 1. Relative total shareholder return (Relative TSR) with a 40% weighting: Measured by taking into account the change in the Endeavour's share price over the relevant performance period as well as the dividends received (which are assumed to be reinvested into Endeavour's shares). The comparator group is the ASX100. This measure was chosen because it provides alignment with shareholder value creation. 2. Return on funds employed (ROFE) with a 40% weighting: Measured by dividing Endeavour's earnings before interest and tax (EBIT) by average funds employed. ROFE is an important measure to drive the delivery of long-term shareholder value. 3. Leading in Responsibility with a 20% weighting: Measured by an assessment by the Board of the progress against initiatives implemented that enhance the responsible sale, service and consumption of alcohol and responsible conduct of gaming and the management of compliance and regulatory transgressions.

Explanatory notes

Term	Detail																
Performance targets	<div><div>1. Relative TSR (40%): This measure requires entry performance at or above the 50th percentile of the comparator group over the performance period before vesting commences. Maximum performance is reached at the 75th percentile of the comparator group.</div><div>2. ROFE (40%): The target is based on achievement of Endeavour’s strategic plan and is reflective of Endeavour’s continued growth objectives and market conditions. The ROFE entry, target and stretch will be published following the end of the performance period given the commercial sensitivity of this information.</div><div>3. Leading in Responsibility (20%): Reflects Endeavour’s commitment to implementing initiatives that enhance responsible sale, service and consumption of alcohol and responsible conduct of gaming and operating a sustainable business for the long term. This level of achievement will be assessed by the Board who will consider the initiatives implemented that advance and sustain the industry and the management of compliance and regulatory transgressions. There will be up to 50% vesting where initiatives are progressed and compliance or regulatory transgressions are managed to Board satisfaction. There will be between 51% and 100% vesting where initiatives are implemented that enhance responsibility as assessed by the Board. Progress will be reported at the end of the performance period.</div></div>																
Vesting schedule	<div><div>The vesting schedule for each performance measure is:</div><table><tr><th></th><th>Relative TSR</th><th>ROFE</th><th>Leading in Responsibility</th></tr><tr><td>Entry</td><td>20%</td><td>20%</td><td>Up to 10%</td></tr><tr><td>Target</td><td>n/a</td><td>26.66%</td><td></td></tr><tr><td>Stretch</td><td>40%</td><td>40%</td><td>Up to 20%</td></tr></table><div>Each performance measure operates independently and will be tested separately.</div></div>		Relative TSR	ROFE	Leading in Responsibility	Entry	20%	20%	Up to 10%	Target	n/a	26.66%		Stretch	40%	40%	Up to 20%
	Relative TSR	ROFE	Leading in Responsibility														
Entry	20%	20%	Up to 10%														
Target	n/a	26.66%															
Stretch	40%	40%	Up to 20%														
Performance period	The performance period is three years, commencing on 1 July 2023 and ending 1 July 2026.																
Malus	Before vesting of the F24 LTI grant, the Board will consider whether any reduction should be made. Endeavour’s malus provisions enable the Board to adjust unvested awards (including to reduce them to zero) where appropriate to do so. The Board may determine that any unvested LTI awards will be forfeited in the event of wilful misconduct, dishonesty, a severe breach of the Code of Conduct, where there has been a material misstatement of the performance outcomes that led to the vesting, or where the Board determines in its absolute discretion that the vesting outcome results in an inappropriate benefit. This same approach will apply to all executive KMP participating in the LTI Plan.																

Explanatory notes

Term	Detail
Discretion	The Board retains broad discretion to adjust the LTI award in cases of unexpected or unforeseen events impacting performance outcomes with regard to non-financial risk, an outcome which would cause significant reputational damage to the Endeavour brand or a broader assessment of performance indicating there should be an adjustment. An exercise of discretion would be disclosed in the relevant year's Remuneration Report.
Allocation of shares on vesting	<p>On vesting, each performance share right will convert into one Endeavour share. The allocation of shares on vesting may be satisfied by issuing new shares or by acquiring shares on-market. However, the Board may, in its discretion, decide to satisfy performance share rights by Endeavour making a cash payment to CEO of an amount equivalent in value to the number of Endeavour shares to which he would otherwise be entitled on vesting of the performance share rights.</p> <p>If the performance measures are not achieved for some or all of the performance share rights granted, those performance share rights will lapse immediately without re-testing.</p>
Cessation of employment	If the CEO ceases employment with Endeavour before the end of the performance period, the Board will assess the treatment of any unvested performance share rights.
Change of control	The Board has discretion to determine whether some or all of the unvested performance share rights held by CEO will vest, remain 'on-foot' (i.e. remain subject to the original performance/vesting period and performance conditions) or lapse, having regard to all relevant circumstances.
Additional details required by the ASX Listing Rules	<p>Further information in accordance with ASX Listing Rule 10.15:</p> <ul style="list-style-type: none"> • No Director other than CEO is currently eligible to participate in the LTI Plan. Other senior executives of Endeavour also participate in the LTI Plan; • No Director other than the CEO, has received a grant of any equity securities under the LTI Plan since the last approval given by shareholders under ASX Listing Rule 10.14 at the 2022 AGM; • The CEO has previously been granted a total of 1,157,240 performance share rights under the LTI Plans. No amount is payable by the CEO on the grant or the vesting of the performance shares rights for any of these awards; • No loan will be provided by Endeavour in relation to the grant or exercise of the performance share rights proposed to be provided to the CEO; and • If shareholder approval is obtained, details of the performance share rights granted to the CEO under the F24 LTI Plan will be set out in future Remuneration Reports. <p>Details of any securities issued under the LTI Plan will be published in Endeavour's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Other senior executives of Endeavour also participate in the LTI Plan. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</p>

Explanatory notes

Item 6 – Renewal of Proportional Takeover Provisions in the Constitution

Articles 6.9 to 6.13 (**Articles**) of Endeavour's Constitution contains provisions dealing with proportional takeover bids for Endeavour's shares in accordance with the Corporations Act.

The provisions:

- assist shareholders to receive proper value for their shares if a proportional takeover bid is made for Endeavour; and
- prohibit the transfer of shares under a proportional takeover bid unless a takeover bid resolution is passed by shareholders at a general meeting or by postal ballot, approving the bid.

Under the Corporations Act, these Articles will cease to have effect at the end of three years, unless renewed by shareholders' approval. The Articles were adopted on 21 June 2021 at the time of Endeavour's listing on ASX and are effective for three years from that date.

Given that the existing Articles will expire on 21 June 2024 and prior to when Endeavour proposes to hold its 2024 AGM, Item 6 is proposed as a special resolution to renew the proportional takeover provisions in the Articles of the Constitution to operate for three years from the date of the AGM (unless renewed earlier).

A copy of the Constitution is available on our website at endeavourgroup.com.au/about-us/corporate-governance.

Effect of the proportional takeover provisions

A proportional takeover bid is a takeover bid where the offer is made to each shareholder to acquire a proportion of that shareholder's shares.

If a proportional takeover bid is made to shareholders, the Directors must hold a general meeting or a postal ballot to seek shareholder approval for that bid more than 14 days before the bid period closes.

The resolution is decided on a simple majority. Each shareholder who, as at the end of the day on which the first offer under the bid was made, held bid class shares is entitled to vote. The bidder and its associates are not allowed to vote on the resolution.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the resolution is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Constitution.

Reasons for proposing the resolution

Without the proportional takeover approval provisions in the Constitution, a takeover bid may enable control of Endeavour to pass without shareholders having the opportunity to sell all their shares to the bidder. Shareholders may be exposed to the risk of being left as a minority in Endeavour and the risk of the bidder being able to acquire control of Endeavour without payment of an adequate control premium for their shares. The proposed proportional takeover provisions lessen this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Explanatory notes

Review of the advantages and disadvantages of the proportional takeover provisions

There were no full or proportional takeover bids for Endeavour while the provisions were in operation. Therefore, there are no actual examples against which to assess the advantages or disadvantages of the proportional takeover provisions for the Directors and shareholders of Endeavour.

The Board therefore considers that there have been no advantages or disadvantages for either the Directors or the shareholders during the period while the proportional takeover provisions have been in effect.

Potential advantages and disadvantages of renewing the proportional takeover provisions

The renewal of the proportional takeover provisions will allow the Directors to ascertain shareholders' views on a proportional takeover bid. It does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be approved.

The potential advantages of the proposed proportional takeover provisions for shareholders include:

- shareholders have the opportunity to consider a proportional takeover bid and vote on the resolution at a general meeting or by postal ballot;
- assists shareholders in not being locked in as a minority interest;
- increases shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is appropriately priced; and
- knowing the view of the majority of shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject the offer.

The potential disadvantages of the proposed proportional takeover provisions for shareholders include that the provisions:

- may discourage proportional takeover bids in Endeavour;
- may reduce any speculative element in the market price of Endeavour's shares arising from the possibility of a proportional takeover bid being made;
- may reduce the likelihood of a proportional takeover being successful; and
- may be considered to constitute an unwarranted additional restriction of the ability of shareholders to freely deal with their shares.

The Board considers that the potential advantages for shareholders of the proportional takeover provisions outweigh the potential disadvantages.

No knowledge of any proposal

As at the date of this Notice of Meeting, no Director is aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in Endeavour.

The Board unanimously recommends that shareholders vote **FOR renewal of proportional takeover provisions in the Constitution.**



LODGE YOUR VOTE


-  **ONLINE**
investorcentre.linkmarketservices.com.au
-  **BY MAIL**
Endeavour Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**
Telephone: 1300 420 545 Overseas: +61 1300 420 545

VOTING/PROXY FORM

I/We being a member(s) of Endeavour Group Limited (the **Company**) and entitled to attend and vote hereby:

A VOTE DIRECTLY

☐ elect to lodge my/our
vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 31 October 2023**, and at any adjournment or postponement of the Meeting.

You should mark either "For" or "Against" for each item. Do not mark the "Abstain" box.

OR B APPOINT A PROXY

☐ appoint the
Chairman of
the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 31 October 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the **Grand Ballroom, Four Seasons Hotel Sydney, 199 George Street, Sydney, NSW 2000** or by logging in online at <https://meetings.linkgroup.com/EDV23> (refer to details in the Virtual Meeting Online Guide). The **Notice of Annual General Meeting** can be accessed and downloaded at the Company's website at www.endeavourgroup.com.au.

Important for Resolutions 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy as he sees fit in respect of Resolutions 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of Items 2a, 2b, 4, 5 & 6 and AGAINST Item 3.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with a ☒

Resolutions

2a Election of Bruce Mathieson Jr as a Director (Board endorsed)

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2b Election of Rod van Onselen as a Director (Board endorsed)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Election of William Wavish as a Director (non-Board endorsed)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Adoption of Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of Long-Term Incentive grant to the Managing Director and CEO

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Renewal of Proportional Takeover Provisions in the Constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* The Abstain option is for use by shareholders who have appointed a proxy under Box B. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER VOTING/PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A - DIRECT VOTING

If you crossed the box under Box A you are indicating that you wish to vote directly. Please only mark either **"For"** or **"Against"** for each item. Do not mark the **"Abstain"** box. If you mark the **"Abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all Items, the Chairman will be deemed to be your proxy on all Items.

Custodians and nominees may, with the share registry's consent, identify on the Voting/Proxy Form the total number of votes in each of the categories **"For"** and **"Against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, cross Box B in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. If you do not provide your proxy's email address for them to receive details to attend the Meeting virtually, your proxy appointment will revert to the Chairman of the Meeting. If your proxy does not attend the Meeting (or attends the Meeting but does not vote) the Chairman of the Meeting is appointed your proxy. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting/Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a cross in one of the boxes opposite each Item of Business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Items of Business, your proxy may vote as they choose. If you cross more than one box on an Item your vote on that Item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting/Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting/Proxy Form and the second Voting/Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the share registry. If you have not previously lodged this document for notation, 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING/PROXY FORM

This Voting/Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Sunday, 29 October 2023**, being not later than 48 hours before the commencement of the Meeting. Any Voting/Proxy Form received after that time will not be valid for the scheduled Meeting.

Voting/Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

investorcentre.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link investorcentre.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Endeavour Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
or
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9.00am - 5.00pm)

**ONLINE**

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Level 12, 680 George Street, Sydney NSW 2000



Telephone: 1300 420 545 Overseas: +61 1300 420 545

Please use this form to submit any questions about Endeavour Group Limited (the **Company**) that you would like us to respond to at the Company's 2023 Annual General Meeting (**Meeting**). Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registry, Link Market Services Limited, by **10:00am (AEDT) on Tuesday, 24 October 2023.**

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- | | | | | | |
|--------------------------|----------------------------------|--------------------------|-----------------------------------|--------------------------|--------------------|
| <input type="checkbox"/> | Performance or financial reports | <input type="checkbox"/> | A resolution being put to the AGM | <input type="checkbox"/> | General suggestion |
| <input type="checkbox"/> | Remuneration Report | <input type="checkbox"/> | Sustainability/Environment | <input type="checkbox"/> | Other |
| <input type="checkbox"/> | My question is for the auditor | <input type="checkbox"/> | Future direction | | |

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<input type="checkbox"/>	Performance or financial reports	<input type="checkbox"/>	A resolution being put to the AGM	<input type="checkbox"/>	General suggestion
<input type="checkbox"/>	Remuneration Report	<input type="checkbox"/>	Sustainability/Environment	<input type="checkbox"/>	Other
<input type="checkbox"/>	My question is for the auditor	<input type="checkbox"/>	Future direction		

QUESTIONS