



18 July 2025

Straker 2025 Notice of Annual Meeting & Proxy Form

Straker Limited (ASX: STG) attaches its 2025 Notice of Annual Meeting and Proxy Form.

Authorisation

This announcement has been authorised for release by the Board.

Corporate:

Grant Straker, CEO & Co-Founder

E: grant@straker.ai

P: +64 21 512 484

Investors:

Ben Henri

E: ben.henri@mcpartners.com.au

P: +61 473 246 040

David Ingram, CFO

E: david.ingram@straker.ai

P: +64 21 591 984

About Straker

Straker provides next generation language services supported by a state-of-the-art technology stack and robust AI layer to clients around the world. By combining the latest available technologies with linguistic expertise, Straker's solutions are scalable, cost-effective, and accurate. Through technical innovation and data analytics, Straker is a proven partner in future-proofing global communications.

For more information visit: www.straker.ai

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STRAKER LIMITED

NOTICE OF ANNUAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

Date

Wednesday, 20 August 2025

Time

02:00 pm AEST / 04:00pm NZST

Venue

The Meeting will be held virtually via Zoom.

Your vote is important

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

Voting by proxy

To vote by proxy, please complete and sign the accompanying Proxy Form and return by the time specified and in accordance with the instructions set out in the Proxy Form.

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NOTICE OF ANNUAL MEETING 2025

Notice is given that the Annual Meeting of Shareholders of Straker Limited (**Company**) will be held at 2:00 pm AEST / 4:00pm NZST on Wednesday, 20 August 2025 as a virtual meeting via Zoom.

Further details in respect of the Resolutions proposed in this Notice of Annual Meeting are set out in the Explanatory Statement accompanying this Notice. The Explanatory Statement and the Proxy Form should be read together with, and form part of, this Notice.

ATTENDING THE ANNUAL MEETING

Pursuant to section 11.1 of Straker's Constitution, the Company will be holding the Meeting as a virtual meeting with attendance available via a Zoom Webinar and you will need to register in advance for this Webinar at the link below.

https://strakergroup.zoom.us/webinar/register/WN_xKo0TYvsTLWyiAk7MTDv1Q

After registering, you will receive a confirmation email containing information about joining the Webinar.

Q&A

You will be able to view the Meeting presentations, listen to the Meeting live and submit questions to the Chair in real time.

Voting during the meeting

Online voting during the Meeting will be provided via the MUFG online voting portal available at the link below. You will need your shareholder details to login to the MUFG portal.

<https://meetings.openbriefing.com/STG25>

Please refer to the Online Voting Guide for instructions on how to vote, which can be downloaded from the MUFG online platform.

AGENDA

Financial Statements and Audit Report

To receive and consider the Company's annual Financial Statements and Audit Report for the year ended 31 March 2025.

Note: The Financial Statements and Audit Report for the financial year ended 31 March 2025 will be provided before the Meeting. However, there is no requirement for the Shareholders to approve those Reports. Shareholders will be given an opportunity to ask the Directors and the Company's Auditor questions on those Reports at the Meeting.

Resolution 1: Auditor's Remuneration

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"To record that BDO Auckland continue in office as the Company's Auditors and to authorise the Directors to fix the remuneration of BDO Auckland for the ensuing year."

Resolution 2: Election of Director – Ms Helen Foley

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"That, Ms Helen Foley, who retires in accordance with clause 20.4 of the Constitution and, being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 3: Re-Election of Director – Mr Steven Bayliss

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"That, Mr Steven Bayliss, who retires in accordance with clause 21.2 of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company."

Resolution 4: Issue of Options to Director – Grant Straker

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 200,500 Options and the issue of underlying Shares in respect of the Options, to Grant Straker, the CEO and Managing Director of the Company, or his nominee(s), pursuant to the Company's 2020 LTI Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Grant Straker or a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2020 LTI Employee Share Option Plan, or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Issue of Options to related party of a Director – Merryn Straker

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 127,100 Options and the issue of underlying Shares in respect of the Options, to Merryn Straker, a related party of the Company, or her nominee(s), pursuant to the Company's 2020 LTI Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Merryn Straker or a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2020 LTI Employee Share Option Plan, or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Explanatory Statement

The accompanying Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement, the Proxy Form, and Important Information form part of this Notice.

By order of the Board



David Ingram
Company Secretary
18 July 2025

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EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Company's Notice of Annual Meeting. The Meeting is to be held at 2:00 pm AEST / 4:00pm NZST on Wednesday, 20 August 2025 virtually via a Zoom Webinar accessible via the link: https://strakergroup.zoom.us/webinar/register/WN_xKo0TYvsTLWvjAk7MTDv1Q.

This Explanatory Statement is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed Resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary contained in this Explanatory Statement.

Resolution 1: Auditor's Remuneration

BDO Auckland is the existing Auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act, BDO Auckland is automatically re-appointed at the Annual Meeting as Auditor of the Company. The proposed Resolution is to authorise the Directors to fix the Auditors' remuneration for the ensuing year for the purposes of section 207S of the Companies Act.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

Resolution 2: Election of Director – Ms Helen Foley

Mr James Johnstone tendered his resignation as a director of the Company effective 1 May 2025. The Board sincerely thanks Mr Johnstone for his contributions to the Company since December 2022.

Clause 20.4 of the Company's Constitution provides that the Board may at any time appoint additional Directors to fill a casual vacancy, but such an appointed Director must not hold office (without re-election) past the next annual general meeting of the Company.

Pursuant to Clause 20.4 of the Company's Constitution and to fill the vacancy arising from the outgoing Director role, Ms. Helen Foley, was appointed Non-Executive Director on May 1, 2025. In accordance with clauses 20.4 and 21.4 of the Company's Constitution, Ms. Foley is retiring and submitting her candidacy for election as a Director of the Company.

Ms Foley has over 30 years of experience in finance, corporate development and governance holding senior roles at Bailador, Inchcape Motors Australia, Tubemakers of Australia and BRW Fast 100 winner and technology company, LX Group. In addition, she has consulted on best practice finance systems across a range of companies and public sector organisations.

Helen is the Chief Financial Officer of Bailador and Board Observer and ARC member for Bailador investee company DASH.

Helen holds a Bachelor of Commerce in Accounting and a Masters in Politics and Public Policy. She is also a Fellow of CPA Australia (FCPA), a Graduate of the Australian Institute of Company Directors (GAICD) and a Justice of the Peace in NSW.

Having regard to the ASX Corporate Governance Principles, the Board considers Ms Foley to be a non-independent Non-Executive Director.

Directors' Recommendation

The Board, with Ms Foley abstaining, unanimously supports Ms Helen Foley's election as a Non-Executive Director of the Company and recommends that Shareholders vote in favour of this Resolution.

Resolution 3: Re-Election of Director – Mr Steven Bayliss

In accordance with Clause 21.2 of the Company's Constitution, whilst the Company is admitted to the Official List of ASX, at least one Director must retire from office at each annual meeting of Shareholders unless there has been an election of Directors earlier that year. Unless required to retire pursuant to Clause 21.1 of the Company's Constitution, the Director to retire will be the Director who has been longest in office since that Director's last election.

Clause 21.1 of the Company's Constitution states that a Director must not hold office without re-election past the third annual meeting of Shareholders after that Director's last appointment or re-election or for more than three years, whichever is longer. A Managing Director of the Company (appointed under Clause 23 of the Company's Constitution) is exempt from these requirements.

Mr Steven Bayliss was appointed as a Non-Executive Director of Straker Limited on 24 August 2022 by the Shareholders at the Company's 2022 annual meeting.

In accordance with Clause 21.2 of the Constitution, Mr Bayliss is retiring and submitting himself for re-election as a Director of the Company.

Mr Steven Bayliss is one of New Zealand's most experienced and awarded marketing professionals. Steven's career started with international brewer Lion Nathan which culminated in an Australian based role developing and teaching marketing best practice across New Zealand, Australia, and China.

After a period based in the USA in the FMCG sector, Steven returned to New Zealand to take up the role of GM Marketing and Innovation at Air New Zealand in 2004.

Steven then moved to Foodstuffs New Zealand in 2011, setting up a central function serving the two cooperatives across marketing, public relations, customer experience, CRM, Advanced Data and Analytics, and Acquiring functions. Steven also served as Chief Creative Officer at Sky Television, helping reinvent the business, moving from a linear broadcaster to a data-rich, modern digital business.

Steven is a published business author, professional director, and consultant. He holds a Bachelor of Commerce from Otago University.

Having regard to the ASX Corporate Governance Principles, the Board considers Mr Bayliss to be an independent Non-Executive Director.

Directors' Recommendation

The Board, with Mr Bayliss abstaining, unanimously supports Mr Steven Bayliss' election as a Non-Executive Director of the Company and recommends that Shareholders vote in favour of this Resolution.

Resolutions 4-5: Issue of Options to Director and Related Party

The Company is proposing to issue 200,500 Options to Grant Straker and 127,100 Options to Merryn Straker under the 2020 LTI ESOP (the **Options Issues**).

The proposed allocation of Options to Grant and Merryn Straker forms part of their performance-based remuneration for the financial year ended 31 March 2025 and has been calculated in a manner that is consistent with the formula used to calculate option allocations for other members of the Company's senior leadership team.

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of its shareholders:

- 10.14.1 a director of the company;
10.14.2 an associate of a director of the company; or
10.14.3 a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

The Options Issue to Grant Straker falls within ASX Listing Rule 10.14.1 (as Grant is a Director) and the Options Issue to Merryn Straker falls within ASX Listing Rule 10.14.2 (as Merryn Straker is an associate of Grant Straker) and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.14.

Resolutions 4 and 5 seeks the required Shareholder approval to the Options Issues under and for the purposes of ASX Listing Rule 10.14.

If each of Resolutions 4 and 5 are passed, the Company will be able to proceed with the Options Issues, and the Options (and any Shares issued upon their vesting) will not count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.

If each of Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the Options Issues to which the relevant Resolution relates.

In that circumstance, issues may arise with the competitiveness of the total remuneration package of the relevant recipient of the Options Issue and alignment of rewards with other senior executives in the Company. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long-term incentive subject to the risk of forfeiture, performance conditions and performance period.

Details of any securities issued under the 2020 LTI ESOP will be published in the Annual Report of the Company 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.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the 2020 LTI ESOP after Resolutions 4 and 5 are approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

In accordance with ASX Listing Rule 10.15, the following information is provided to Shareholders in respect of Resolutions 4 and 5.

For the purposes of ASX Listing Rule 10.15, information regarding the Options is as follows:

| | |
|---|---|
| Material Terms | Refer to Schedule A for the material terms of the 2020 LTI ESOP. |
| Class of Securities | Options that vest are exercisable into Shares in accordance with the terms of the 2020 LTI ESOP. |
| Issue Price: | The Options will be issued for nil cash consideration. |
| Issue Date: | The Options will be issued on the day of the Annual Meeting if Shareholder approval is granted, and in any event no later than 3 years after the date of the Meeting. |
| Terms of any loans to acquire the securities: | No loans are proposed to be advanced in relation to the proposed issue of the Options. |

Resolution 4 – Issue of Options to Director – Grant Straker Specific Terms

Recipient: Mr Grant Straker or his nominee(s).

| Maximum number of securities to be issued: | Total Remuneration Package | Employee benefits – defined contribution plan: |
|--|--|--|
| 200,500 Options | NZ \$450,000 base salary NZ \$225,000 maximum short-term incentive. | NZ\$ 13,500 |

- The Options vest over 3 years in equal tranches from an initial date of 11 July 2025.
- Exercise Price: A\$0.45, being the 20-day VWAP immediately prior to the date of the previously held Remuneration Committee meeting.
- Expiry Date: 6 years from the date of vesting.
- 954,710 Options have previously been issued for nil consideration under the 2020 LTI ESOP and remain on issue. Of these 790,109 have vested and 164,601 remain unvested.
- The Company attributes a value of \$20,451 to the Options, calculated using the Black-Scholes valuation methodology. This valuation is based on the following key assumptions: a share price of AU\$0.43, an exercise price of AU\$0.45, a volatility estimate of 30%, a risk-free interest rate of 4.529%, a black-out factor of 25%, a dividend yield of 0%, and an expected life of four years.

Resolution 5 – Issue of Options to related party of a Director – Merryn Straker Specific Terms

Recipient: Ms Merryn Straker or her nominee(s).

| Maximum number of securities to be issued: | Total Remuneration Package of Associated Director Grant Straker: |
|--|--|
| 127,100 Options | As above |

- The Options vest over 3 years in equal tranches from an initial date of 11 July 2025.
- Exercise Price: A\$0.45, being the 20-day VWAP immediately prior to the date of the previously held Remuneration Committee meeting.
- Expiry Date: 6 years from the date of vesting.
- 445,570 Options have previously been issued for nil consideration under the 2020 LTI ESOP and remain on issue. Of these 366,536 have vested and 79,034 remain unvested.
- The Company attributes a value of \$12,964 to the Options, calculated using the Black-Scholes valuation methodology. This valuation is based on the following key assumptions: a share price of AU\$0.43, an exercise price of AU\$0.45, a volatility estimate of 30%, a risk-free interest rate of 4.529%, a black-out factor of 25%, a dividend yield of 0%, and an expected life of four years.

Directors' Recommendation

As all of the Directors are entitled to participate in the 2020 LTI ESOP, the Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolutions 4 and 5.

GLOSSARY

\$ or A\$ means Australian dollars.

2020 LTI ESOP means the Company's 2020 Employee Share Option Scheme adopted at an annual meeting held on 26 August 2020 and re-approved at the annual meeting held on 27 August 2024.

Annual Report means the 2025 Annual Report to Shareholders for the period ended 31 March 2025 as lodged by the Company with ASX on 27 May 2025.

ASX means the Australian Securities Exchange, or ASX Limited (ACN 008 624 691).

ASX Corporate Governance Principles means the ASX Corporate Governance Principles and Recommendations (4th edition).

ASX Listing Rules or **Listing Rules** means the Official Listing Rules of ASX.

Board means the current Board of Directors of the Company.

Chair means the person chairing the Meeting.

Company means Straker Limited (NZ1008867).

Companies Act means the *Companies Act 1993* (NZ).

Constitution means the Company's Constitution.

Directors means the directors of the Company, or any one of them as the context requires.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Issue Date means the date of issue of Options to the relevant recipient.

Managing Director means a person appointed as the 'managing director' under clause 23 under the Constitution.

Meeting or Annual Meeting means the Annual Meeting convened by this Notice to be held virtually at 4.00pm NZST on 20 August 2025.

Notice or Notice of Meeting means this Notice of Annual Meeting including the Explanatory Statement, Important Information, and the Proxy Form.

Option means an option which (subject to its terms) could be exercised into a Share.

Options Issues has the meaning given to that term in the section of the Explanatory Statement regarding Resolutions 4 and 5.

Remuneration Committee means the 'Remuneration Committee' of the Company.

Proxy Form means the Proxy Form accompanying the Notice.

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

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

Shareholder means a holder of Shares in the Company.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

IMPORTANT INFORMATION

Resolutions

Resolutions 1, 2, 3, 4 and 5 are Ordinary Resolutions. Ordinary Resolutions are required to be approved by a simple majority of the votes of those Shareholders entitled to vote and voting on the question.

Voting entitlements

Any person who is registered as a Shareholder of the Company at 4.00pm New Zealand time on Monday, 18 August 2025 is entitled to attend and vote at the Meeting or to appoint a proxy to attend and vote in their place.

Proxies

All Shareholders are entitled to attend and vote at the Annual Meeting or to appoint a proxy to attend and vote in their place.

Enclosed with this Notice is a Proxy Form. For the appointment of a proxy to be valid, the Proxy Form must be received by the Company either by post to Straker Limited, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South, NSW 1235 or by fax to +61 2 9287 0309 at least 48 hours before the start of the Meeting that is by 4.00pm New Zealand time on Monday, 18 August 2025. All joint holders of a Share must sign the proxy form.

A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, then the Shareholder may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the Shareholder does not specify such proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes. A single proxy exercises all votes of the Shareholder.

If the Proxy Form is returned without direction as to how the proxy should vote on the resolutions, then the proxy may vote as he or she thinks fit on that resolution. The Chair of the Meeting and any Director appointed as proxy intend, to the extent possible, to vote all discretionary proxies in favour of the relevant resolution. If a proxy is excluded from voting on a particular resolution, then the proxy will only be able to vote in accordance with the Shareholder's express instructions (and so not under any discretion).

A Shareholder that is a corporation may sign under the hand of a duly authorised officer or by power of attorney. If the Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the Proxy Form.

Corporate Representatives

A Shareholder that is a corporation may appoint a representative to attend the Meeting on its behalf. The representative must bring a properly executed letter or other document confirming that they are authorised to act as the Shareholder's representative at the Meeting. A '*Certificate of Appointment of Corporate Representative*' may be obtained from MUFG.

Powers of attorney

Any person representing a Shareholder(s) by virtue of a power or attorney must bring to the Meeting a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

Postal voting

Pursuant to the Constitution, a Shareholder may not exercise his or her right to vote at the Meeting by casting a postal vote.




Schedule A Summary of 2020 LTI ESOP

The key terms of the 2020 LTI ESOP are as follows:

| Term | Description |
|---|---|
| Eligibility | Qualifying employees, senior executives and Directors of Straker may participate in the 2020 LTI ESOP, with eligibility and the number of Options to be issued under the 2020 LTI ESOP to be determined by the Company's Board of Directors. |
| Vesting conditions | The 2020 LTI ESOP is governed by scheme rules that provide for the vesting of Options issued under the 2020 LTI ESOP to occur after a certain time period has lapsed from the time of issue of the Options issued under the 2020 LTI ESOP, or a specified performance hurdle is achieved by the participant. |
| Exercise | <p>After the Options issued under the 2020 LTI ESOP have vested, participants may then choose to exercise a number of their 2020 LTI ESOP Options at any time within the specified exercise period (provided that the minimum number of Options that may be exercised at a time as stated on the certificate relating to the Options is met) by giving notice in writing to the Company and paying the relevant exercise price in respect of the 2020 LTI ESOP Options being exercised (unless the participant has elected to exercise the Options under the cashless exercise mechanism, see below).</p> <p>However, where certain "change of control" events occur (including where a person and that person's associates hold or control more than 50% of the total voting rights in the Company, a transfer of all, or substantially all, of the Company's assets, or a merger whereby the Company is not the surviving entity) all 2020 LTI ESOP Options will become fully exercisable and may be exercised on or before the date of the relevant event, after which time any unexercised 2020 LTI ESOP Options will lapse.</p> |
| Exercise Price | <p>The exercise price of the 2020 LTI ESOP Options will be determined by the Company's Board of Directors but subject to the requirement under the ASX Listing Rules that the Exercise Price for the Shares must be at least AUD\$0.20.</p> <p>At the time of exercise of the 2020 LTI ESOP Options, subject to Board approval at that time, the participant may elect not to be required to provide payment of the exercise price for the number of 2020 LTI ESOP Options specified in a notice of exercise, but that on exercise of those 2020 LTI ESOP Options the Company will issue to the participant that number of Shares equal in value to the positive difference between the "Market Value" of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those 2020 LTI ESOP Options.</p> <p>"Market Value" means, at any given date, the volume weighted average price per Share traded on the ASX over the 20 business days immediately preceding the notice of exercise being delivered to the Company by the participant, unless otherwise determined by the Board (in its sole discretion).</p> |
| Expiry | Options issued under the 2020 LTI ESOP will expire at the end of the exercise period which is a date fixed in the Option certificate issued to each particular participant, unless a "change of control" event occurs (as referred to above). |
| Cessation of employment of holders of 2020 LTI ESOP Options | <p>Participants who cease their employment or directorship with the Company (for reasons other than death or total and permanent disability) are given the lesser of the expiry of:</p> <ul style="list-style-type: none"> (a) 60 days following termination; (b) the exercise period; or (c) another period determined by the Board in its absolute discretion, <p>to exercise any applicable 2020 LTI ESOP Options that have vested and are able to be exercised at that time.</p> <p>Participants who cease employment or directorship with the Company in circumstances constituting total and permanent disability then the Board in its absolute discretion may allow any 2020 LTI ESOP Options that are exercisable at the time to be exercised or "net settled" (i.e. cancelled with Shares issued representing any gain) within a period of up to 3 months from the date of death or determination of total permanent disability.</p> <p>Unvested 2020 LTI ESOP Options at the time of cessation of employment will be cancelled and be of no further effect.</p> |

| | |
|---------------------|--|
| Capital Restructure | Any reconstruction of share capital of the Company (including any consolidation, re-capitalisation, subdivision, share buyback or cancellation) which affects the 2020 LTI ESOP Options will result in appropriate adjustments being made by the Directors of the Company in such a manner as they consider to be equitable (in accordance with the requirements of the Listing Rules and any applicable laws). Participants will have no other rights to a change in the exercise price of 2020 LTI ESOP Options or the number of Shares to be issued and allotted on the exercise of 2020 LTI ESOP Options under the terms of the 2020 LTI ESOP. |
|---------------------|--|

LODGE YOUR VOTE

-  **ONLINE**
<https://au.investorcentre.mpms.mufg.com>
-  **BY MAIL**
Straker Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Straker Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair 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 **2:00pm AEST / 4:00pm NZST on Wednesday, 20 August 2025 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.openbriefing.com/STG25> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 4 & 5: If the Chair 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 Chair of the Meeting to exercise the proxy in respect of Resolutions 4 & 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 Chair of the Meeting intends to vote undirected proxies in favour of each item of business.


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 an .

Resolutions

| | For | Against | Abstain* | | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1 Auditors Remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Issue of Options to Related Party of a Director Merryn Straker | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Election of Director Ms Helen Foley | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 3 Re-Election of Director Mr Steven Bayliss | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 4 Issue of Options to Director Grant Straker | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

| | | |
|--|---|----------------------------------|
| Shareholder 1 (Individual) | Joint Shareholder 2 (Individual) | Joint Shareholder 3 (Individual) |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| 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).

For personal use only

STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER 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.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions 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 mark 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 he or she chooses. If you mark 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 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:tg

- (a) on each of the first Proxy Form and the second 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
- (b) 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 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 also 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 support@cm.mpms.mufg.com 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.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm AEST / 4:00pm NZST on Monday, 18 August 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre 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

<https://au.investorcentre.mpms.mufg.com> 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

Straker Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* in business hours (Monday to Friday, 9:00am–5:00pm)

Online Meeting Guide

For personal use only

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

To attend and vote you must have your shareholder number and postcode.

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

Please make sure you have this information before proceeding.

Online Meeting Guide

Welcome to the MUFG Corporate Markets
A division of MUFG Pension & Market Services

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.openbriefing.com/STG25>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

MEMBER DETAILS

Member Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can submit a either Full Vote or Partial Vote.



Get a Voting Card



Ask a Question

Downloads

- Notice of meeting
- Annual report
- Online Guide

SAMPLE
*****7133
✕

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1A For Against Abstain

AMENDMENT TO THE CONSTITUTION

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Online Meeting Guide *continued*

2. Downloads

View relevant documentation in the Downloads section.

3. Voting closing

Voting will end 15 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.

Contact us

Australia
T +61 1800 990 363