

JOHNS LYNG GROUP LIMITED (ASX:JLG)
ASX Statement

8 October 2025

Scheme Meetings: Chair's address and presentation

Johns Lyng Group Limited (**JLG**) refers to the scheme booklet released by JLG to ASX on 2 September 2025 (**Scheme Booklet**) and the proposed acquisition of JLG by Sherwood BidCo Pty Ltd (**Bidder**), an entity owned and controlled by funds managed and advised by Pacific Equity Partners Pty Limited, by way of a scheme of arrangement between JLG and its shareholders (**Scheme**).

Unless otherwise defined in this announcement, capitalised terms in this announcement have the meaning given to them in the Scheme Booklet.

In accordance with ASX Listing Rule 3.13.3, attached to this announcement is the Chair's address and presentation slides (excluding procedural content) for each Scheme Meeting.

The General Scheme Meeting (for General JLG Shareholders only) will be held today at 10.00am (Melbourne time) as a hybrid meeting conducted in two parts simultaneously with the physical venue of the meeting at the office of MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne, Victoria and on the online platform at <https://meetings.openbriefing.com/JLGGENERALSCHEME>.

The Relevant Shareholder Scheme Meeting (for Relevant Shareholders only) will be held today at 10.30am (Melbourne time) or at the conclusion or adjournment of the General Scheme Meeting (whichever time is later) as a hybrid meeting conducted in two parts simultaneously with the physical venue of the meeting at the office of MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne, Victoria and on the online platform at <https://meetings.openbriefing.com/JLGRELEVANTSCHEME>.

The results of the Scheme Meetings will be announced on ASX shortly after the conclusion of the Scheme Meetings.

ENDS

The release of this announcement was authorised by the Independent Board Committee of Johns Lyng Group Limited.

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General Scheme Meeting – Chair's address

INTRODUCTION

Good morning ladies and gentlemen and welcome to today's important meeting of General JLG Shareholders in relation to the proposed scheme of arrangement that you as shareholders will be voting on today, which I will refer to as the Scheme.

My name is Peter Nash. I am the Non-Executive Chairman of Johns Lyng Group Limited and I will be chairing today's Meeting. With me today are other directors of JLG, namely Scott Didier, Nick Carnell, Larisa Moran, Peter Dixon, Alison Terry and Alexander Silver who is joining online. Lisa Dadswell, company secretary of JLG, is an apology for this Meeting but we have Anshul Aggarwal attending in her place. Representatives of JLG's share registry, MUFG Corporate Markets, are also present to assist in the poll process for today's Meeting.

For the purpose of today's Meeting, I appoint Jeffrey Wu from MUFG to act as Returning Officer. Mr Wu has agreed to act in this capacity. Also in attendance are representatives from J.P. Morgan and Nomura Australia Ltd, the financial advisers to JLG, and MinterEllison, the legal advisers to JLG.

Can I ask you please to turn all mobile phones off or to silent.

CHAIR'S ADDRESS

It is now slightly past 10.00am, being the scheduled commencement time for the General Scheme Meeting. A quorum is present, and therefore I declare today's Meeting to be open. As you know, today's Meeting is being held as a hybrid meeting conducted in two parts simultaneously with General JLG Shareholders and proxies participating both in person and via the online platform.

This meeting has been convened in accordance with orders made by the Supreme Court of New South Wales on Tuesday, 2 September 2025, as well as JLG's Constitution.

The purpose of this meeting is for General JLG Shareholders to consider, and if thought fit, approve a scheme of arrangement between JLG and the holders of its ordinary shares. If the proposed Scheme proceeds, Sherwood BidCo Pty Ltd, an entity ultimately owned and controlled by funds managed and advised by Pacific Equity Partners, will acquire all of the issued shares of JLG, in exchange for the Scheme Consideration.

I refer to the Notice of General Scheme Meeting contained in Appendix 4 to the Scheme Booklet that sets out the resolution proposed for this Meeting. As the Scheme Booklet was released to ASX on 2 September 2025 and subsequently made available to JLG Shareholders, I will take the Notice of General Scheme Meeting as read.

The Scheme Booklet, which you will have had the opportunity to review, explains the reasons for JLG Shareholders to vote in favour of the Scheme and the reasons for JLG Shareholders to vote against the Scheme. The Scheme Booklet also includes an Independent Expert's Report from Kroll Australia Pty Ltd.

At Johns Lyng Group, we have pursued a disciplined and resilient growth strategy, balancing organic expansion with strategic acquisitions, all while maintaining a strong balance sheet and operational agility. Today marks a significant milestone in our journey, with the proposed acquisition by Pacific Equity Partners representing a recognition of our achievements as an organisation.

This transition has not been without its challenges. Market volatility, sector-specific pressures, and evolving client needs have tested our resolve. Yet, our team has consistently delivered – achieving robust operating results, maintaining strong cash conversion, and continuing to grow our core business across Australia, New Zealand, and the United States.

The Scheme Consideration represents a premium of 77% to JLG's closing price as at 15 May 2025, being the day prior to the receipt of Pacific Equity Partners' non-binding and indicative offer. This reflects the value we've created for shareholders and the strategic importance of our platform in the insurance building and restoration sector.

On behalf of the Board, I commend and thank our people for their dedication, professionalism, and resilience. Personally, I am grateful for the unwavering commitment and collegiality of my fellow directors. The Board is proud to present this opportunity to shareholders to realise value in their investment in JLG.

I will now go through a few administrative matters before turning to the substantive part of this meeting. If at any stage you have difficulties with the online platform, there is a helpline number displayed at the top of the page which you can call. That number is +61 1800 990 363.

QUESTIONS

As this is a meeting of General JLG Shareholders, only General JLG Shareholders or persons attending as a proxy for a General JLG Shareholder or a properly appointed attorney or corporate representative of a General JLG Shareholder or proxy are entitled to ask questions. General JLG Shareholders and proxyholders present in the room will be holding a yellow card (if voting) or blue card (if non-voting). If you need assistance, please ask one of the MUFG staff in the room.

Visitors holding a red card are reminded that, as this is a shareholders' meeting, they are not entitled to ask questions or vote at this meeting.

General JLG Shareholders will have the opportunity to ask any questions relating to the Scheme Resolution later in the meeting. In the interests of all participants, please ensure that your questions are relevant to all General JLG Shareholders and to the Scheme itself.

If you are in the room:

- When I call for questions, please give your name or the name of the General JLG Shareholder or proxy you represent.
- If you are representing an organisation, please state the name of that organisation.
- In order to enable all shareholders a reasonable opportunity to be held, if you have a number of questions, please ask them together when you come forward.

If you are attending the Meeting online:

- I encourage you to submit any written questions as early as possible during the meeting.
- To ask a written question, click on the 'Ask a Question' button either at the top or bottom of the webpage and type your question(s) into the text box.
- Once you have finished typing, please hit the "Submit Question" button to submit your question(s).

If you are attending the Meeting online you may also ask an audio question. To do this you will need to:

- click on the 'Go to Web Phone' button.
- type in your name and hit the green call button.
- a box will pop up with a microphone test. Select 'Start Call'. You will be in the meeting, however your line will be muted.
- when I call for questions or comments, press *1 on the keypad on your screen.
- if at any time you no longer wish to ask a question you can press *2 on the keypad.
- when it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you will be prompted to speak.
- please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.
- your line will be muted once your question or comment has been asked and responded to.
- you can hang up and resume watching the meeting via the online platform.

Please note that while you can submit online questions from now on, I will not address them until the relevant time in the meeting. This will include any questions that we have received ahead of the meeting. I also advise that questions may be moderated or, if we receive multiple questions on the same topic, questions may be amalgamated together.

DETAILS OF THE PROPOSED SCHEME

Before commencing the formal business, I would like to say a few words about the proposed Scheme.

Scheme Consideration

If the Scheme proceeds, each holder of JLG Shares as at the Scheme Record Date (currently proposed to be 7.00pm on Thursday, 16 October 2025) will have all of their JLG Shares transferred to Sherwood BidCo Pty Ltd on the Implementation Date (currently proposed to be Thursday, 23 October 2025). This includes JLG shareholders who did not vote for the Scheme, did not attend the General Scheme Meeting

or Relevant Shareholder Scheme Meeting or voted against the Scheme. General JLG Shareholders will receive the Scheme Consideration of \$4.00 cash per JLG Share for each JLG Share held.

The Independent Expert, Kroll Australia Pty Ltd, has concluded that the Scheme is fair and reasonable and therefore in the best interests of General JLG Shareholders, in the absence of a superior proposal. The Independent Expert has assessed the value of JLG on a 100% controlling interest basis at between \$3.72 and \$4.42 per JLG Share.

CURRENT STATUS

Your Independent Directors continue to believe that the reasons to vote in favour of the Scheme outweigh the reasons to vote against the Scheme, each as set out in the Scheme Booklet. Accordingly, we maintain our previously stated recommendation that JLG Shareholders should vote in favour of the Scheme in the absence of a superior proposal. I can confirm that no superior proposal has been received.

STATUS OF CONDITIONS

In addition to the passing of the resolution to be considered at today's meeting, the Scheme remains subject to a number of customary conditions which are set out in the Scheme Booklet. Sherwood BidCo Pty Ltd received the approval from the Australian Foreign Investment Review Board on 25 September 2025. We are not aware of any reason which would cause any of the outstanding conditions precedent not to be satisfied or waived by 12:00 noon on the day of the Second Court Hearing, which is scheduled for 2.00pm (Sydney time) on Monday, 13 October 2025.

Accordingly, Implementation of the Scheme remains primarily subject to the following conditions precedent:

1. passing of the Scheme Resolution by the requisite majorities of General JLG Shareholders at this Scheme Meeting – to be determined at this meeting today;
2. passing of the Scheme Resolution by the requisite majorities of Relevant Shareholders (being certain employee and management shareholders of JLG) at the Relevant Scheme Meeting. The Relevant Scheme Meeting will follow this meeting today; and
3. approval of the Scheme by the Supreme Court of New South Wales at the Second Court Hearing, which is scheduled to be held at 2:00pm (Sydney time) on Monday, 13 October 2025.

If all of the conditions precedent are satisfied or (if capable of waiver) waived prior to the Second Court Hearing, the Scheme will become legally effective and will bind all JLG Shareholders holding JLG Shares as at 7.00pm (Melbourne time) on Thursday, 16 October 2025).

SCHEME RESOLUTION

I would now like to proceed to the formal business of this meeting. The sole item of business for this meeting is to consider, and if thought fit, pass the resolution set out in full in the Notice of this Meeting in Appendix 4 to the Scheme Booklet which you will all have had the opportunity to read. It is also displayed on your screens now.

I refer to this resolution as the Scheme Resolution. Consistently with the disclosures in the Scheme Booklet and the orders of the Court, I declare that the voting on the Scheme Resolution will be by way of poll. In a few moments, I will display the proxy results and then allow questions from General JLG Shareholders and their proxies on the Scheme Resolution. After any questions, we will move to a vote on the Scheme Resolution by poll.

The results of the poll on the Scheme Resolution will be released to ASX after the conclusion of the Meeting.

VOTING REQUIREMENTS

In order for the Scheme Resolution to be passed, it needs to be approved by a resolution in favour of the Scheme passed by:

- a majority in number (more than 50%) of the General JLG Shareholders present and voting at this Meeting, whether in person or by proxy, attorney or corporate representative (unless the Supreme Court of New South Wales orders otherwise); and
- at least 75% of the total votes cast on the Scheme Resolution by General JLG Shareholders present and voting at this Meeting, whether in person or by proxy, attorney or corporate representative.

PROXIES

As stated in the Scheme Booklet, the deadline for lodgement of proxy forms was 10.00am (Melbourne time) on Monday, 6 October 2025. Before commencing the poll, I note that valid proxies on the Scheme have been received as displayed in the table appearing on your screen.

As stated in the General Scheme Meeting Proxy Form, as the Chair, I intend to vote all valid undirected proxies given to me in favour of the Scheme Resolution.

Johns Lyng Group Limited Board



Peter Nash

Chairman and Non-executive
Director



Scott Didier AM

Managing Director



Nick Carnell

Executive Director



Larisa Moran

Non-executive Director



Peter Dixon

Non-executive Director



Alexander Silver

Non-executive Director



Alison Terry

Non-executive Director

How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

In the room:

- Provide your name or the name of the shareholder or proxy you represent.
- If you are representing an organisation, state the name of the organisation.
- Ask all questions together.

How to ask a written question:

- The 'Ask a Question' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.
- Click in the 'Question' section and type your question and click on 'Submit'.
- A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

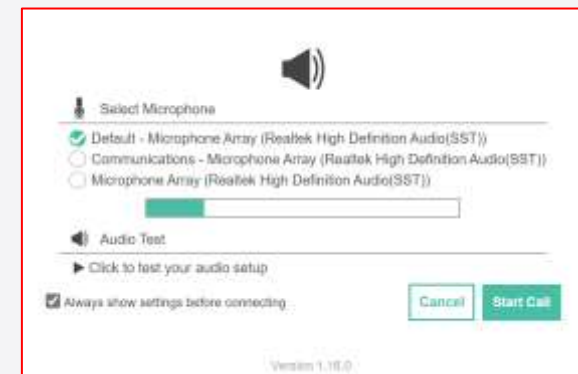
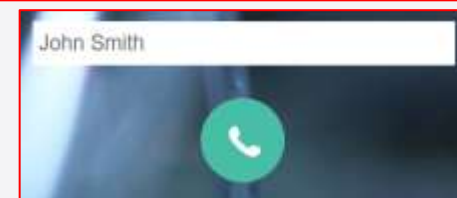
The 'Ask a Question' form is a modal window with a red border. It has a title bar with a plus icon on the left and a close icon (X) on the right. Below the title, it says 'Please provide your Shareholder or Proxy details'. The form is divided into two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS', separated by an 'OR' button. The 'SHAREHOLDER DETAILS' section has two input fields: 'Shareholder Number' and 'Post Code', followed by a blue button labeled 'SUBMIT DETAILS AND ASK A QUESTION'. The 'PROXY DETAILS' section has one input field: 'Proxy Number', followed by a blue button labeled 'SUBMIT DETAILS AND ASK A QUESTION'.

The 'View Questions' form is a modal window with a red border. It has a title bar with a plus icon on the left and a close icon (X) on the right. Below the title, it says 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting'. The form displays a question: 'When will this meeting be held?' with a red plus icon to its right. Below the question, it says 'Asked regarding General Business' and 'Asked at:'. There is a grey button labeled 'OPEN COMMENTS' and a blue button labeled 'SUBMIT ANOTHER QUESTION'.

How to ask a question

How to ask an audio question:

- Step 1: Click on 'Go to Web Phone'.
- Step 2: Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.
- Step 3: A box will pop up with a microphone test. Select 'Start Call'.
- Step 4: You are now in the meeting (on mute) and will be able to listen to proceedings. When the Chair calls for questions or comments on each item of business, press *1 on the keypad on your screen for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on the keypad.
- Step 5: When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.
- Step 6: Your line will be muted once your question or comment has been asked / responded to.
- Step 7: You can hang up and resume watching the meeting via the online platform.



Details of the proposed scheme

If the Scheme proceeds:

- Sherwood BidCo Pty Ltd (**Bidder**) will acquire 100% of Johns Lyng Group Limited.
- General JLG Shareholders will receive 100% of their entitlement to Scheme Consideration in the form of Cash Consideration, comprising \$4.00 cash per JLG Share for each JLG Share held on the Scheme Record Date (being 7.00pm on 16 October 2025).
- Johns Lyng Group Limited will be delisted from ASX.

Scheme Resolution

“That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between JLG and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with any modifications, alterations or conditions as required by the Court to which JLG and Bidder agree, or any modifications, alterations or conditions agreed in writing by JLG and Bidder and approved by the Court) and the Board of Directors of JLG is authorised to implement the Scheme with any such modifications, alterations or conditions.”

Questions?

How to vote

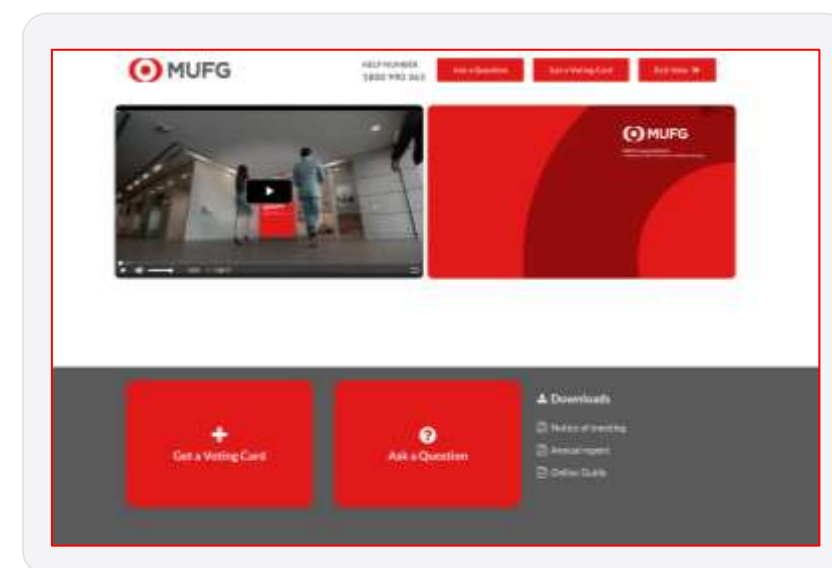
If you are in the room:

- See front side of yellow admission card which is your voting paper.

If you are attending the meeting online:

- To register to vote – click on the 'Get a Voting Card' button.
- 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 the resolution to be voted on by shareholders at the Meeting.

The screenshot shows a 'Voting Card' registration window. At the top, it says 'Please provide your Shareholder or Proxy details'. There are two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS', separated by an 'OR' button. The 'SHAREHOLDER DETAILS' section has fields for 'Shareholder Number' and 'Post Code', followed by a blue 'SUBMIT DETAILS AND VOTE' button. The 'PROXY DETAILS' section has a 'Proxy Number' field, followed by a blue 'SUBMIT DETAILS AND VOTE' button.



How to vote

Full Votes:

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

Partial Votes:

- To submit a partial vote on the resolution ensure you are in the 'Partial Vote' tab. You can enter the number of votes for the resolution. The total amount of votes that you are entitled to vote for will be listed under the. When you enter the number of votes it will automatically tally how many votes you have left.
- Once you have finished voting on the resolution scroll down to the bottom of the box and click the 'Submit Vote' or 'Submit Partial Vote' button.

The screenshot shows a web interface for voting. At the top, there is a red header bar with a logo and the word "SAMPLE" on the left, and a user ID "*****7133" and a close button on the right. Below the header, the main content area is titled "Voting Card". Under this title, there is a paragraph of instructions: "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." Below the instructions, there are two tabs: "Full Vote" (which is selected and highlighted in white) and "Partial Vote" (which is in blue). Under the "Full Vote" tab, there is a section for "Resolution 1A" with the subtext "AMENDMENT TO THE CONSTITUTION". To the right of the resolution name, there are three red buttons: "For" (with a checkmark icon), "Against" (with a plus icon), and "Abstain" (with a minus icon). At the bottom of the voting card, there is a large red button labeled "SUBMIT VOTE".

Closure

Relevant Shareholder Scheme Meeting – Chair's address

INTRODUCTION

Good morning ladies and gentlemen and welcome to today's important meeting of Relevant Shareholders in relation to the proposed scheme of arrangement that you as shareholders will be voting on today, which I will refer to as the Scheme.

My name is Peter Nash. I am the Non-Executive Chairman of Johns Lyng Group Limited and I will be chairing today's Meeting. With me today are other directors of JLG, namely Scott Didier, Nick Carnell, Larisa Moran, Peter Dixon Alison Terry and Alexander Silver who is joining online. Lisa Dadswell, company secretary of JLG, is an apology for this Meeting but we have Anshul Aggarwal attending in her place. Representatives of JLG's share registry, MUFG Corporate Markets, are also present to assist in the poll process for today's Meeting.

For the purpose of today's Meeting, I appoint Jeffrey Wu from MUFG to act as Returning Officer. Mr Wu has agreed to act in this capacity. Also in attendance are representatives from J.P. Morgan and Nomura Australia Ltd, the financial advisers to JLG, and MinterEllison, the legal advisers to JLG.

Can I ask you please to turn all mobile phones off or to silent.

CHAIR'S ADDRESS

It is now slightly past 10.30am, being the scheduled commencement time for the Relevant Shareholder Scheme Meeting. A quorum is present, and therefore I declare today's meeting to be open. As you know, today's Meeting is being held as a hybrid meeting conducted in two parts simultaneously with Relevant Shareholders and proxies participating both in person and via the online platform.

This meeting has been convened in accordance with orders made by the Supreme Court of New South Wales on Tuesday, 2 September 2025, as well as JLG's Constitution.

The purpose of this meeting is for Relevant Shareholders to consider, and if thought fit, approve a scheme of arrangement between JLG and the holders of its ordinary shares. If the proposed Scheme proceeds, Sherwood BidCo Pty Ltd, an entity ultimately owned and controlled by funds managed and advised by Pacific Equity Partners, will acquire all of the issued shares of JLG, in exchange for the Scheme Consideration.

I refer to the Notice of Relevant Shareholder Scheme Meeting contained in Appendix 5 to the Scheme Booklet that sets out the resolution proposed for this Meeting. As the Scheme Booklet was released to ASX on 2 September 2025 and subsequently made available to JLG Shareholders, I will take the Notice of Relevant Shareholder Scheme Meeting as read.

The Scheme Booklet, which you will have had the opportunity to review, explains the reasons for JLG Shareholders to vote in favour of the Scheme and the reasons for JLG Shareholders to vote against the Scheme. The Scheme Booklet also includes an Independent Expert's Report from Kroll Australia Pty Ltd.

At Johns Lyng Group, we have pursued a disciplined and resilient growth strategy, balancing organic expansion with strategic acquisitions, all while maintaining a strong balance sheet and operational agility. Today marks a significant milestone in our journey, with the proposed acquisition by Pacific Equity Partners representing a recognition of our achievements as an organisation.

This transition has not been without its challenges. Market volatility, sector-specific pressures, and evolving client needs have tested our resolve. Yet, our team has consistently delivered – achieving robust operating results, maintaining strong cash conversion, and continuing to grow our core business across Australia, New Zealand, and the United States.

The Scheme Consideration represents a premium of 77% to JLG's closing price as at 15 May 2025, being the day prior to the receipt of Pacific Equity Partners' non-binding and indicative offer. This reflects the value we've created for shareholders and the strategic importance of our platform in the insurance building and restoration sector. Importantly, it also provides shareholders with the opportunity to realise significant value and, in respect of Relevant Shareholders who have made an Election to receive Scrip Consideration, the option to participate in the next phase of our growth under private ownership.

On behalf of the Board, I commend and thank our people for their dedication, professionalism, and resilience. Personally, I am grateful for the unwavering commitment and collegiality of my fellow directors. The Board is proud to present this opportunity to shareholders and remains confident in the long-term value creation potential of our business.

I will now go through a few administrative matters before turning to the substantive part of this meeting. If at any stage you have difficulties with the online platform, there is a helpline number displayed at the top of the page which you can call. That number is +61 1800 990 363.

QUESTIONS

As this is a meeting of Relevant Shareholders, only Relevant Shareholders or persons attending as a proxy for a Relevant Shareholder or a properly appointed attorney or corporate representative of a Relevant Shareholder or proxy are entitled to ask questions. Relevant Shareholders and proxyholders present in the room will be holding a green card (if voting) or white card (if non-voting). If you need assistance, please ask one of the MUFG staff in the room.

Visitors holding a red card are reminded that, as this is a shareholders' meeting, they are not entitled to ask questions or vote at this Meeting.

Relevant Shareholders will have the opportunity to ask any questions relating to the Scheme Resolution later in the meeting. In the interests of all participants, please ensure that your questions are relevant to all Relevant JLG Shareholders and to the Scheme itself.

If you are in the room:

- When I call for questions, please give your name or the name of the Relevant Shareholder or proxy you represent.
- If you are representing an organisation, please state the name of that organisation.
- In order to enable all shareholders a reasonable opportunity to be held, if you have a number of questions, please ask them together when you come forward.

If you are attending the Meeting online:

- I encourage you to submit any written questions as early as possible during the meeting.
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- when it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you will be prompted to speak.
- please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.
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Please note that while you can submit online questions from now on, I will not address them until the relevant time in the Meeting. This will include any questions that we have received ahead of the Meeting. I also advise that questions may be moderated or, if we receive multiple questions on the same topic, questions may be amalgamated together.

DETAILS OF THE PROPOSED SCHEME

Before commencing the formal business, I would like to say a few words about the proposed Scheme.

Scheme Consideration

If the Scheme proceeds, each holder of JLG Shares as at the Scheme Record Date (currently proposed to be 7.00pm on Thursday, 16 October 2025) will have all of their JLG Shares transferred to Sherwood BidCo Pty Ltd on the Implementation Date (currently proposed to be Thursday, 23 October 2025). This includes JLG shareholders who did not vote for the Scheme, did not attend the General Scheme Meeting or Relevant Shareholder Scheme Meeting or voted against the Scheme.

As set out in the Scheme Booklet and previous shareholder communications, Relevant Shareholders had the option to make an Election to receive all or part of their entitlement to Scheme Consideration as Scrip Consideration in the form of 4 shares in Sherwood TopCo Ltd for every 1 JLG Share held on the Scheme Record Date. Relevant Shareholders who did not make a valid Election on or before the Election Date will receive the Scheme Consideration of \$4.00 cash per JLG Share for each JLG Share held.

The Independent Expert, Kroll Australia Pty Ltd, has concluded that the Scheme is fair and reasonable and therefore in the best interests of General JLG Shareholders, in the absence of a superior proposal. The Independent Expert has assessed the value of JLG on a 100% controlling interest basis at between \$3.72 and \$4.42 per JLG Share. While the Independent Expert has not opined on the position of Relevant Shareholders, the Independent Expert has stated that it logically follows that a Relevant Shareholder who receives only Cash Consideration would be in the same position as a General JLG Shareholder.

CURRENT STATUS

Your Independent Directors continue to believe that the potential reasons to vote in favour of the Scheme outweigh the potential reasons to vote against the Scheme, each as set out in the Scheme Booklet. Accordingly, we maintain our previously stated recommendation that JLG Shareholders should vote in favour of the Scheme in the absence of a superior proposal. I can confirm that no superior proposal has been received.

STATUS OF CONDITIONS

In addition to the passing of the resolution to be considered at today's Meeting, the Scheme remains subject to a number of customary conditions which are set out in the Scheme Booklet. Sherwood BidCo Pty Ltd received the approval from the Australian Foreign Investment Review Board on 25 September 2025. We are not aware of any reason which would cause any of the outstanding conditions precedent not to be satisfied or waived by 12:00pm on the day of the Second Court Hearing, which is scheduled for 2.00pm (Sydney time) on Monday, 13 October 2025.

Accordingly, Implementation of the Scheme remains primarily subject to the following conditions precedent:

4. passing of the Scheme Resolution by the requisite majorities of Relevant Shareholders at this Scheme Meeting – determined today;
5. passing of the Scheme Resolution by the requisite majorities by General JLG Shareholders (being all JLG Shareholders who are not Relevant Shareholders) at the General Scheme Meeting which was held immediately prior to this meeting; and

6. approval of the Scheme by the Supreme Court of New South Wales at the Second Court Hearing, which is scheduled to be held at 2:00pm (Sydney time) on Monday, 13 October 2025.

If all of the conditions precedent are satisfied or (if capable of waiver) waived prior to the Second Court Hearing, the Scheme will become legally effective and will bind all JLG Shareholders holding JLG Shares as at 7.00pm (Melbourne time) on Thursday, 16 October 2025).

SCHEME RESOLUTION

I would now like to proceed to the formal business of this meeting. The sole item of business for this meeting is to consider, and if thought fit, pass the resolution set out in full in the Notice of this Meeting in Appendix 5 to the Scheme Booklet which you will all have had the opportunity to read. It is also displayed on your screens now.

I refer to this resolution as the Scheme Resolution. Consistently with the disclosures in the Scheme Booklet and the orders of the Court, I declare that the voting on the Scheme Resolution will be by way of poll. In a few moments, I will display the proxy results and then allow questions from Relevant Shareholders and their proxies on the Scheme Resolution. After any questions, we will move to a vote on the Scheme Resolution by poll.

The results of the poll on the Scheme Resolution will be released to ASX after the conclusion of the Meeting.

VOTING REQUIREMENTS

In order for the Scheme Resolution to be passed, it needs to be approved by a resolution in favour of the Scheme passed by:

- a majority in number (more than 50%) of the Relevant Shareholders present and voting at this Meeting, whether in person or by proxy, attorney or corporate representative (unless the Supreme Court of New South Wales orders otherwise); and
- at least 75% of the total votes cast on the Scheme Resolution by Relevant Shareholders present and voting at this Meeting, whether in person or by proxy, attorney or corporate representative.

PROXIES

As stated in the Scheme Booklet, the deadline for lodgement of proxy forms was 10.00am (Melbourne time) on Monday, 6 October 2025. Before commencing the poll, I note that valid proxies on the Scheme have been received as displayed in the table appearing on your screen.

As stated in the Relevant Shareholder Scheme Meeting Proxy Form, as the Chair, I intend to vote all valid undirected proxies given to me in favour of the Scheme Resolution.

This release has been authorised by
Johns Lyng Group Board



Johns Lyng Group Limited Board



Peter Nash

Chairman and Non-executive
Director



Scott Didier AM

Managing Director



Nick Carnell

Executive Director



Larisa Moran

Non-executive Director



Peter Dixon

Non-executive Director



Alexander Silver

Non-executive Director



Alison Terry

Non-executive Director

How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

In the room:

- Provide your name or the name of the shareholder or proxy you represent.
- If you are representing an organisation, state the name of the organisation.
- Ask all questions together.

How to ask a written question:

- The 'Ask a Question' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.
- Click in the 'Question' section and type your question and click on 'Submit'.
- A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

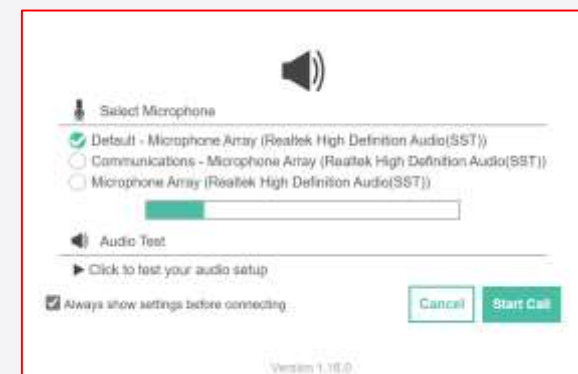
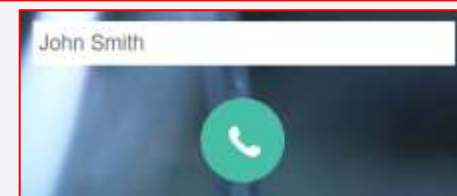
The 'Ask a Question' form is a modal window with a title bar containing a plus icon and a close 'X' icon. Below the title, it says 'Please provide your Shareholder or Proxy details'. The form is divided into two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS', separated by an 'OR' button. The 'SHAREHOLDER DETAILS' section has input fields for 'Shareholder Number' and 'Post Code', followed by a blue button labeled 'SUBMIT DETAILS AND ASK A QUESTION'. The 'PROXY DETAILS' section has a 'Proxy Number' input field, followed by the same blue button.

The 'View Questions' form is a modal window with a title bar containing a plus icon and a close 'X' icon. Below the title, it says 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' The form displays a question: 'When will this meeting be held?' with a red plus icon to its right. Below the question, it says 'Asked regarding General Business' and 'Asked at:'. There is a grey button labeled 'OPEN COMMENTS' and a blue button labeled 'SUBMIT ANOTHER QUESTION' at the bottom.

How to ask a question

How to ask an audio question:

- Step 1: Click on 'Go to Web Phone'.
- Step 2: Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.
- Step 3: A box will pop up with a microphone test. Select 'Start Call'.
- Step 4: You are now in the meeting (on mute) and will be able to listen to proceedings. When the Chair calls for questions or comments on each item of business, press *1 on the keypad on your screen for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on the keypad.
- Step 5: When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.
- Step 6: Your line will be muted once your question or comment has been asked / responded to.
- Step 7: You can hang up and resume watching the meeting via the online platform.



Details of the proposed scheme

If the Scheme proceeds:

- Sherwood BidCo Pty Ltd (**Bidder**) will acquire 100% of Johns Lyng Group Limited.
- Relevant Shareholders (being certain management and employee shareholders of JLG) had the option to make an Election to receive some or all of their Scheme Consideration in the form of 4 shares in Bidder's ultimate holding company (Sherwood TopCo Ltd) for every 1 JLG Share in respect of which they make their Election, with Cash Consideration for the remainder of their JLG Shares.
- Any JLG Shareholder who did not make a valid Election will receive 100% of their entitlement to Scheme Consideration in the form of Cash Consideration, comprising \$4.00 cash per JLG Share for each JLG Share held on the Scheme Record Date (being 7.00pm on 16 October 2025).
- Johns Lyng Group Limited will be delisted from ASX.

Scheme Resolution

“That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between JLG and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with any modifications, alterations or conditions as required by the Court to which JLG and Bidder agree, or any modifications, alterations or conditions agreed in writing by JLG and Bidder and approved by the Court) and the Board of Directors of JLG is authorised to implement the Scheme with any such modifications, alterations or conditions.”

Questions?

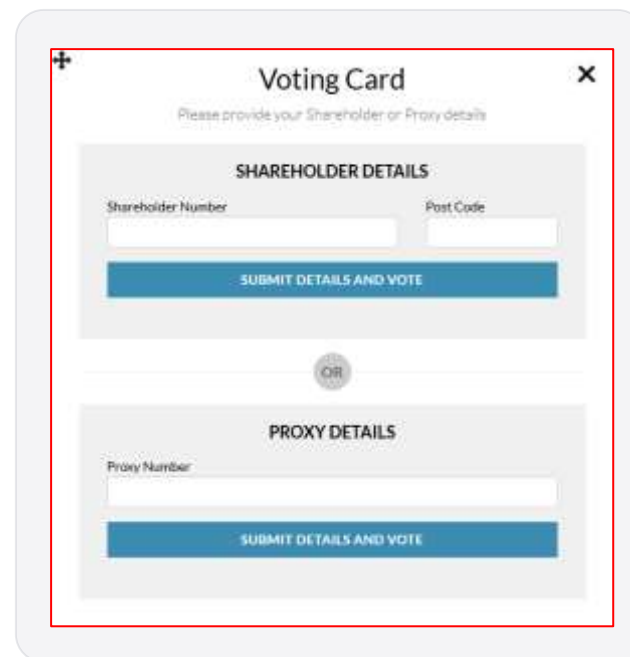
How to vote

If you are in the room:

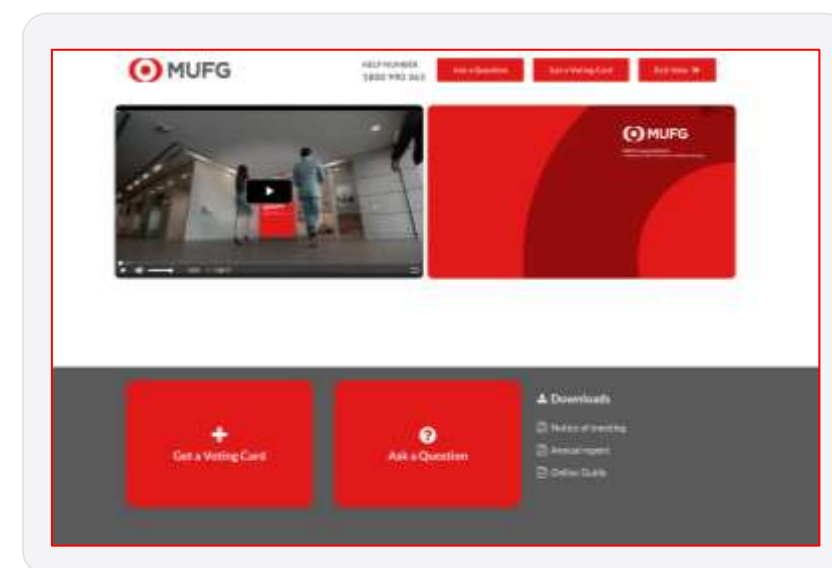
- See front side of yellow admission card which is your voting paper.

If you are attending the meeting online:

- To register to vote – click on the 'Get a Voting Card' button.
- 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 the resolution to be voted on by shareholders at the Meeting.



The screenshot shows a 'Voting Card' registration window. At the top, it says 'Please provide your Shareholder or Proxy details'. There are two sections: 'SHAREHOLDER DETAILS' and 'PROXY DETAILS', separated by an 'OR' button. The 'SHAREHOLDER DETAILS' section has fields for 'Shareholder Number' and 'Post Code', followed by a blue 'SUBMIT DETAILS AND VOTE' button. The 'PROXY DETAILS' section has a 'Proxy Number' field, followed by a blue 'SUBMIT DETAILS AND VOTE' button.



How to vote

Full Votes:

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

Partial Votes:

- To submit a partial vote on the resolution ensure you are in the 'Partial Vote' tab. You can enter the number of votes for the resolution. The total amount of votes that you are entitled to vote for will be listed under the. When you enter the number of votes it will automatically tally how many votes you have left.
- Once you have finished voting on the resolution scroll down to the bottom of the box and click the 'Submit Vote' or 'Submit Partial Vote' button.

The screenshot shows a web interface for voting. At the top, there is a red header bar with a logo on the left, the word "SAMPLE" in the center, and a user ID "*****7133" and a close button on the right. Below the header, the main content area has a title "Voting Card" and a paragraph of instructions: "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." Below this text are two tabs: "Full Vote" (which is selected and highlighted in white) and "Partial Vote" (which is in blue). Under the "Full Vote" tab, there is a section for "Resolution 1A" with three red buttons: "For" (with a checkmark icon), "Against" (with a plus icon), and "Abstain" (with a minus icon). Below these buttons is a text box containing "AMENDMENT TO THE CONSTITUTION". At the bottom of the interface is a large red button labeled "SUBMIT VOTE".

Closure