

20 October 2025

Market Announcements Office  
ASX Limited

Boom Logistics Limited (ASX:BOL) advises that an Annual General Meeting will be held on Friday 21 November 2025, commencing at 1.00pm (AEDT).

In accordance with Listing Rule 3.17, attached are the following documents:

- Notice of AGM
- a letter to shareholders regarding arrangements for the AGM
- proxy form.

*Authorised for release by the Board*

**Reuben David**  
Company Secretary

ABN 28 095 466 961

Boom Logistics Limited  
Lvl 1, Suite, B, 55 Southbank Blvd  
Southbank VIC 3006

T +61 3 9207 2500  
F +61 3 9207 2400

## Boom Logistics Limited

ACN 095 466 961

### Notice of Annual General Meeting

**NOTICE is given** that the annual general meeting (**AGM or Meeting**) of Boom Logistics Limited ACN 095 466 961 (**Company**) will be held at 1:00pm (**Sydney time**) on **Friday, 21 November 2025** at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

The Explanatory Memorandum forms part of this Notice.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

If you are unable to attend the Meeting you may participate by appointing a proxy and by submitting questions in advance of the Meeting.

#### Items of business

##### Item 1 Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the year ended 30 June 2025.

No vote of Shareholders is required on the Financial Statements and Reports.

##### Item 2 Adoption of Remuneration Report

To consider and, if thought fit, pass the following as an **ordinary resolution**:

*"That the Remuneration Report for the year ended 30 June 2025 be adopted."*

The vote on this resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of the key management personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2025 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP on the date of the AGM or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the Proxy Form; or
- by the Chair of the Meeting in accordance with an express authorisation in the Proxy Form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

##### Item 3 Re-election of Director – Mr James Scott

To consider and, if thought fit, pass the following as an **ordinary resolution**:

*"That James Scott, who retires by rotation under clause 64.1 of the Company's Constitution, and being eligible for re-election as a Director of the Company, be re-elected as a Director of the Company."*

#### **Item 4 Re-election of Director – Mr Damian Banks**

To consider and, if thought fit, pass the following as an **ordinary resolution**:

*"That Damian Banks, who retires by rotation under clause 64.1 of the Company's Constitution, and being eligible for re-election as a Director of the Company, be re-elected as a Director of the Company."*

#### **Item 5 Extension of on-market share buy-back**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of section 257C of the Corporations Act and for all other purposes, Shareholders authorise and approve the on-market buy-back of up to 20% of the Company's issued Shares in the 12 month period following the approval of this resolution, under an on-market buy-back conducted in accordance with the requirements of the ASX Listing Rules and the Corporations Act on the terms as described in the Explanatory Memorandum."*

#### **Item 6 Approval of 10% placement capacity**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That, under and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion Statement**

The Company will disregard any votes on this resolution:

- cast in favour of the resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or an associate of that person (or those persons); or
- cast as a proxy by that person (or those persons),

unless the vote is cast:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the proxy or attorney to vote in that way;
- the Chair of the meeting as proxy for a person who is entitled to vote in accordance with an express authorisation in the Proxy Form to exercise the proxy as the Chair of the Meeting decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
  - 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; and

- the holder votes in accordance with directions given by the beneficiary to the holder to vote in that way.

## PROXIES AND VOTING

### Persons entitled to vote

Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining their voting entitlements at the AGM will be as it appears in the share register at **7:00pm (Sydney time) on Wednesday, 19 November 2025**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

### Appointment of proxy

If you are unable to attend the Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.

Please note the following in relation to the appointment of a proxy:

- A Shareholder who is entitled to attend and vote at the Meeting may appoint any person as his or her proxy to attend and vote for the Shareholder at the Meeting. A proxy may but need not be a Shareholder.
- A Shareholder may specify the way in which the proxy is to vote by marking the appropriate box in the proxy form. If no voting instructions are provided, the proxy may vote at his or her discretion, subject to any voting restrictions that apply to the proxy.
- If the Chair of the Meeting is appointed as a Shareholder's proxy (or becomes their proxy by default) and the Shareholder does not provide voting instructions, then by submitting the proxy form, the Shareholder will be giving the Chair of the Meeting the Shareholder's express authority to vote as the Chair of the Meeting sees fit even though a resolution may be connected to the remuneration of the Company's KMP.
- The Chair of the Meeting currently intends to vote undirected proxies in **favour** of all items of business set out in this Notice.
- If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies. If two proxies are appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the Shareholder's votes. On a poll, each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.
- To be effective, Proxy Forms (and if the Proxy Form is signed or executed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority), must be received by the Company by **1:00pm (Sydney time) on Wednesday, 19 November 2025**. Proxy forms received later than this time will be invalid.
- You can submit your Proxy Form:
  - Online: Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic (**Share Registry**) website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at <https://www.automicgroup.com.au/virtual-agms/>; or
  - By Post: Send your Proxy Form to 'Automic, GPO Box 5193, Sydney NSW 2001';
  - By Hand: Deliver your Proxy Form to 'Automic, Level 5, 126 Phillip Street, Sydney NSW 2000';
  - By Email: Send your Proxy Form to 'meetings@automicgroup.com.au'.

## Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Shareholder questions

### Before the AGM

Shareholders can submit written questions in advance of the Meeting to the Company or the Company's auditor. Written questions for the Company's auditor must relate to the content of the auditor's report or the conduct of the audit.

Any questions should be submitted in writing to the Company Secretary at [AGM@boomlogistics.com.au](mailto:AGM@boomlogistics.com.au) or at Suite B, Level 1, 55 Southbank Boulevard Southbank VIC 3006.

Written questions for the auditor must be received by **5:00pm (Sydney time) on Friday, 14 November 2025**. All other questions must be received no later than **1:00pm (Sydney time) on Wednesday, 19 November 2025**. Please note, individual responses will not be sent to Shareholders.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

### During the AGM

The business of the AGM affects your Shareholding and your vote is important. To vote in person, attend the AGM on the date and place set out in this Notice.

During the Meeting, Shareholders as a whole will have a reasonable opportunity to ask questions or make comments to the Company or the Company's auditor. In the interests of all attendees, please confine questions to matters being considered at the Meeting that are relevant to Shareholders as a whole.

Questions to the Company's auditor must be relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the meeting to address all of the questions raised.

### By order of the Board.

**Reuben David**

**Company Secretary**

Melbourne

20 October 2025

## Explanatory Memorandum

### Item 1 Financial Statements and Reports

The Corporations Act requires:

1. the financial report;
2. the Directors' report; and
3. the auditor's report on the financial report

for the year ended 30 June 2025 to be laid before the AGM. The Annual Report 2025 is available on-line at [www.boomlogistics.com.au](http://www.boomlogistics.com.au).

No resolution is required for this item, however, Shareholders as a whole will be given a reasonable opportunity to ask questions about or make comments on the reports and the management of the Company.

### Item 2 Adoption of Remuneration Report

The Remuneration Report sets out details of the remuneration for each of the KMP of the Company which includes all Directors. In addition, the Remuneration Report describes the Board's policy in respect of remuneration and its relationship to the Company's performance. The Company's Remuneration Report (which forms part of the Directors' Report) is set out from page 21 of the 2025 Annual Report, which is available on the Company's website at <https://www.boomlogistics.com.au/investor-centre/annual-reports/>.

The outcome of this Resolution is advisory only and is not binding on the Company or the Board. However, the Board will take the outcome of the vote on this Resolution into account when considering the future remuneration arrangements of the Company.

The Chair of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.

#### VOTING EXCLUSION

A voting exclusion statement applicable to Item 2 is set out in this Notice.

**RECOMMENDATION** *The Board unanimously recommends that Shareholders vote in **favour** of adopting the Remuneration Report.*

### Item 3 Re-election of Director – Mr James Scott

Mr Scott will retire as a Director at this AGM, and being eligible, offers himself for re-election.

Further information in relation to Mr Scott is set out below.

#### Mr James Scott

Mr Scott was appointed as a Director on 29 November 2021 and was elected at the Company's 2022 annual general meeting and intends to stand for re-election at the AGM.

Mr Scott is a professional with over 30 years' experience in the media, industrials, telecommunications and technology sectors. Mr Scott was formerly Chief Operating Officer of Seven Group Holdings (now SGH Limited ASX:SGH), Managing Director of Accenture Digital ANZ and a Partner at KPMG.

Mr Scott has held multiple director roles including WesTrac, Coates Hire, Integrated Research Limited (ASX:IRI), Skyfii Ltd (now Beonic Ltd ASX:BEO) and is currently a Non-Executive Director of Acrow Ltd (ASX:ACF) and Chair of the Nomination and Remuneration Committee, Chairman of MerchantWise Group, Chairman of Seisma Pty Ltd, Chairman of Tambla Pty Ltd and Chairman of Simplyai Pty Ltd.

Mr Scott is also a Graduate of the Australian Institute of Company Directors and a Fellow of Engineers Australia.

During the past three years, Mr Scott has held ASX listed public company Directorships with Acrow Limited (ASX:ACF) (current Non-Executive Director and Chair of the Nomination and Remuneration Committee) and Integrated Research Limited (ASX:IR) (to January 2024).

Mr Scott is Chair of the Boom Logistics Environmental, Social and Governance Committee.

The Board considers Mr Scott to be an independent director.

#### **RECOMMENDATION**

*Considering the skills and expertise that Mr Scott brings to the Board, the Board (with Mr Scott abstaining) unanimously recommends that Shareholders vote in **favour** of the Resolution to re-elect Mr Scott.*

#### **Item 4 Re-election of Director – Mr Damian Banks**

Mr Scott will retire as a Director at this AGM, and being eligible for re-election as a Director, offers himself for re-election.

Further information in relation to Mr Banks is set out below.

#### **Mr Damian Banks**

Mr Banks was appointed as a Director on 29 November 2021 and was elected at the Company's 2022 annual general meeting and intends to stand for re-election at the AGM.

Mr Banks has extensive experience in the financial services, health and employment sectors. He has proven experience in the development and profitable expansion of businesses with a focus on financial management, technology and people. He has a strong track record in customer-focused culture development, and considerable M&A experience. Mr Banks' last executive role was as Managing Director and CEO of Konekt Limited, a technology-focused health and employment company. Mr Banks previous 15-year career, including several leadership positions with Westpac Banking Corporation.

During the past three years, Mr Banks has held ASX listed public company Directorships with Kip McGrath Education Centres Limited (current), Vection Technologies Limited (to June 2024), IMEXHS Limited (current), ICSGlobal Limited (to February 2024) and RPM Automotive Group Limited (to June 2022).

Mr Banks is the Chair of the Boom Logistics Nomination and Remuneration Committee.

The Board considers Mr Banks to be an independent director.

#### **RECOMMENDATION**

*Considering the skills and expertise that Mr Banks brings to the Board, the Board (with Mr Banks abstaining) unanimously recommends that Shareholders vote in **favour** of the Resolution to re-elect Mr Banks.*

## Item 5

### Further on-market share buy-back

#### Background

At the 2024 Annual General Meeting of the Company, Shareholders approved the buy-back by the Company of up to 20% of its Shares over the 12 months to 21 November 2025.

On 2 October 2025, the Company announced that a new on-market share buy-back of up to 10% of its issued Shares would commence on 16 October 2025 (**2025 Buy-Back**). When announced, the 2025 Buy-Back was intended to comply with the 10/12 limit (defined below). The Company is again seeking approval to buy-back up to 20% of its Shares over the 12 months to 21 November 2026 (**Additional Buy-Back**). The Additional Buy-Back will give the Company further flexibility in the conduct of its capital management initiatives. Shareholders should note that this is a permissive resolution and approval of the Additional Buy-Back under Item 5 does not oblige the Company to undertake any buy-backs. The size and timing of any buy-backs will be determined by the Board.

#### Reason for Shareholder approval

The Corporations Act permits a company to buy-back shares in itself, provided the buy-back does not materially prejudice the company's ability to pay its creditors and provided also that the company complies with the procedures specified in the Corporations Act. A company is entitled to buy-back shares on-market without shareholder approval, provided that the total number of shares bought back does not exceed 10% of the smallest number of votes attaching to voting shares on issue during the previous 12 months (**10/12 Limit**). On-market buy-backs exceeding the 10/12 Limit require shareholder approval under section 257C(1) of the Corporations Act.

The relevant features of the Additional Buy-Back (should it proceed) are noted below. If item 5 is not approved, the Company will need to comply with the 10/12 Limit.

#### Number of shares to be bought back

Without approval under Item 5, the Company's entitlement to buy-back shares on-market under the 2025 Buy-Back would be capped at 4,127,233 Shares, being 10% of the Shares as at 2 October 2025, being the date of the announcement of the 2025 Buy-Back. If approval is granted under Item 5, the Company will be authorised by Shareholders to undertake further on-market buy-backs of up to 20% of the Shares on issue (estimated to be 8,145,168] Shares as at 9 October 2025 (being the latest practicable day prior to the finalisation of this Notice)), over the 12 months from 16 October 2025 to 15 October 2026. The number and percentage of Shares to be bought back will be determined based on the prevailing Share price, market conditions, forecast future capital requirements and other considerations including any unforeseen circumstances.

#### Offer price

The price to be paid by the Company for Shares purchased under the Additional Buy-Back will be the then prevailing market price on the ASX. However, the ASX Listing Rules provide that the price at which the Company buys-back shares on-market must not be more than 5% above the average market price (as that term is defined in the ASX Listing Rules) over the last five days on which sales were recorded on the ASX before the day on which shares are to be bought back.

#### Current price

To provide an indication of the recent market price of Shares, the closing price on 9 October 2025 (being the last practicable day prior to the finalisation of this Notice) was A\$1.37. The highest and lowest market sale prices for Shares on the ASX during the previous three months were as follows:

Month	Low	High
August 2025	A\$1.305	A\$1.400
September 2025	A\$1.265	A\$1.435
Up to 9 October 2025	A\$1.37	A\$1.425

### Particulars of the terms of the Additional Buy-Back

The usual rules for settlement of transactions which occur on-market on the ASX will apply in respect of the Shares acquired under the Additional Buy-Back. All Shares which are bought back will be cancelled on settlement of the trade.

### Reasons for the Additional Buy-Back

The Board announced on 5 May 2025 that the Company's capital management policy remains to return of 40%-60% of the previous two years' rolling average operating net profit after tax through the execution of share buy-backs on an annual basis. The Board further noted that the return mechanism is likely to incorporate a mix of buy-back and unfranked dividends (likely to be 80/20) subject to the relevant circumstances at the time and Board approval. This capital management strategy is intended to strengthen the Share price by returning capital value to Shareholders. The Board continues to believe that it is in the best interests of the Shareholders to continue and expand the previous buy-back program.

### Effect on the Company

The Company will proceed with the Additional Buy-Back under this approval only if the Board believes that this could be undertaken in the best interests of Shareholders. The Additional Buy-Back is not expected to pose any significant disadvantage to Shareholders. Further, the Company's ability to pay its creditors will not be materially prejudiced by the Company undertaking the Additional Buy-Back. In making their decision on how to vote on Item 5, Shareholders should be aware that any Shares bought back by the Company would result in a reduction in the number of Shares on issue. As at 9 October 2025 (being the last practicable day prior to the finalisation of this Notice), the Company had 40,725,839 Shares on issue. Given the maximum number of Shares that could be bought back under the Additional Buy-Back, it is not expected that the Additional Buy-Back will result in a material change in the control of or liquidity in the Shares. The consideration paid under the Additional Buy-Back if it proceeds would be cash and any Shares bought back would be cancelled and reduce the Company's share capital. The Additional Buy-Back should it proceed will be funded by the Company's surplus cash. As Shares will be purchased on-market under the Additional Buy-Back, no part of the Additional Buy-Back price would be treated as a dividend for taxation purposes in the hands of a Shareholder and there will be no franking credits attached to the payment of the Additional Buy-Back price.

### Advantages and disadvantages of the Additional Buy-Back

Potential advantages	Potential disadvantages
<ul style="list-style-type: none"><li>• Optimising value for Shareholders where the Shares are trading below their intrinsic value.</li><li>• By reducing the number of Shares on issue, the Additional Buy-Back is likely to be accretive to overall earnings per Share.</li><li>• Returning excess funds to Shareholders and reducing excess cash holdings.</li><li>• Facilitating a more active market in the Shares.</li></ul>	<ul style="list-style-type: none"><li>• The Additional Buy-Back will reduce the Company's available cash which could adversely impact the Company's ability to acquire new assets, fund new business or other growth opportunities or strategic initiatives.</li><li>• After the Additional Buy-Back is completed, there will be a reduction in the number of Shares on issue which may decrease liquidity of the Shares traded on the ASX.</li><li>• The possibility of paying too high a price for Shares.</li><li>• Artificially supporting the Share price.</li></ul>

### Directors' interests

As at the date of this Notice, the Directors below hold or control the Shares noted below and may participate in the Additional Buy-Back to the extent of their shareholding.

Director	Shareholding
Kieran Pryke	70,000
Damian Banks	500,000
James Scott	200,000
Stephen Grove	5,932,264

## RECOMMENDATION

The Board unanimously recommends that Shareholders vote in **favour** of Item 5.

### Item 6

### Approval of 10% placement capacity

#### Background

ASX Listing Rule 7.1A provides that an Eligible Entity (defined below) may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital through placements over a period up to 12-months after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An entity will be eligible to seek approval under ASX Listing Rule 7.1A if (a) the entity has a market capitalisation of \$300 million or less; and (b) the entity is not included in the S&P/ASX 300 Index (**Eligible Entity**). The Company is an Eligible Entity for the purposes of ASX Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300 million.

If Shareholders approve Item 6, the number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula set out in ASX Listing Rule 7.1A.2 (as set out below). If Item 6 is not approved by Shareholders, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

The Company is putting Item 6 to Shareholders to seek approval to issue additional Equity Securities under the 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the 10% Placement Capacity would be applied as set out in this Resolution below.

#### ASX Listing Rule 7.1A

The effect of Item 6 will be to permit the Company to issue the Equity Securities under ASX Listing Rule 7.1A during the Placement Period (as defined below), without subsequent Shareholder approval and without using the Company's 15% placement capacity under ASX Listing Rule 7.1. Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has one class of quoted Equity Securities on issue, being the Shares.

As at the date of this Notice, the Company has 40,725,839 Shares on issue. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 10% Placement Capacity is a moving calculation and will be based on the formula set out in ASX Listing Rule 7.1A at the time of issue of the Equity Securities.

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A is the number of Shares on issue at the commencement of the relevant period (being, 12 months before the date of issue or agreement),

- plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2 other than exception 9 (conversion of convertible securities), 16 (issue under an agreement) or 17 (issue conditional on Shareholder approval);
  - plus the number of Shares issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4.
  - plus the number of Shares issued in the previous 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 and 7.4.
  - plus the number of any other Shares issued in the relevant period with approval under Listing Rules 7.1 or 7.4.
- Note: This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 17 where the issue is subsequently approved under Listing Rule 7.1.*
- plus the number of partly paid Shares that became fully paid in the previous 12 months;
  - less the number of Shares cancelled in the previous 12 months;

D is 10%; and

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the previous 12 months where the issue or agreement has not been subsequently approved by the holders of its ordinary Shares under ASX Listing Rules 7.1 or 7.4.

The table below demonstrates various examples as to the number of Equity Securities that may be issued under the 10% Placement Capacity.

#### Specific information required by ASX Listing Rule 7.3A

The information below in relation to this Item 6 is provided to Shareholders for the purposes of ASX Listing Rule 7.3A.

- **Minimum price:** The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in that class over the 15 Trading Days on which Shares in that class were recorded immediately before:
  - the date on which the price at which the Equity Securities are to be issued is agreed; or
  - if the Equity Securities are not issued within 10 Trading Days of the date in the dot point directly above, the date on which the Equity Securities are issued.
- **Risk of economic and voting dilution:** If Item 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting and the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Shares on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable "A" in the formula) changes

and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

The table shows:

- examples of where variable "A" is at its current level and where variable "A" has increased by 50% and by 100% based on the number of Shares on issue;
- the number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved or ratified at a future Shareholders' meeting; and
- the voting dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the 10% Placement Capacity are issued.

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.685 50% decrease in issue price	\$1.37 issue price*	\$2.74 100% increase in issue price
<b>"A" is the number of shares on issue, being 40,725,839 Shares</b>	<b>10% voting dilution</b>	4,072,583	4,072,583	4,072,583
	<b>Funds raised</b>	\$2,789,719	\$5,579,439	\$11,158,877
<b>"A" is a 50% increase in shares on issue, being 61,088,759 Shares</b>	<b>10% voting dilution</b>	6,108,875	6,108,875	6,108,875
	<b>Funds raised</b>	\$4,184,579	\$8,369,159	\$16,738,318
<b>"A" is a 100% increase in shares on issue, being 81,451,678 Shares</b>	<b>10% voting dilution</b>	8,145,167	8,145,167	8,145,167
	<b>Funds raised</b>	\$5,579,439	\$11,158,879	\$22,317,758

\* The market value of one Company share at market close on 9 October 2025.

The table above uses the assumptions below:

- There are currently 40,725,839 Shares on issue.
- Item 6 is passed by Shareholders.
- The issue price set out above is the closing price of the Shares on the ASX on 9 October 2025.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The calculations above do not show the dilution that any particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- No options are exercised before the date of the issue of the Equity Securities.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted options, for the purposes of the above table, it is assumed that those quoted options are exercised.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

The number of Shares on issue (variable "A" in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1 or ratified under ASX Listing Rule 7.4.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

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- **Period for which the approval will be valid:** Approval of the 10% Placement Capacity will be valid from the date of the Meeting and will expire on the earlier of:
  - the date that is 12 months after the date of the Meeting;
  - the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), after which date, an approval under ASX Listing Rule 7.1A ceases to be valid; and
  - the time and date of the Company's next annual general meeting,

**(Placement Period).**

- **Purpose for which the funds may be used:** The Company may seek to issue the Equity Securities under the 10% Placement Capacity for the following purposes:
  - for development of its existing assets;
  - to acquire new assets or investments; and/or
  - general working capital purposes.

If Shareholder approval is not obtained, the Company will need to consider other means of funding the above which may not be as effective and efficient.

- **Specific disclosure requirements:** When the Company issues Equity Securities under the 10% Placement Capacity, it will give to ASX:
  - the information required by ASX Listing Rules 7.1A.4(a); and
  - a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4(b).
- **Allocation policy:** The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:
  - the prevailing market conditions at the time of the issue;
  - the purpose of the issue;
  - the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by alternative means such as an entitlements offer, a placement and another offer where existing Shareholders may participate;
  - the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of the proposed issued of Equity Securities;
  - the effect of the issue of the Equity Securities on the control of the Company;
  - the circumstances of the Company, including, but not limited to the financial situation and solvency of the Company; and
  - advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The Company notes that:

- the Board has formed no specific intentions to offer any placement to any existing Shareholders, class of Shareholders or any new investors;

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- the Board will always consider, prior to making any placement, whether the raising of funds could be achieved by means of an entitlements issue to existing Shareholders; and
  - if any issue is announced, the Company will disclose its reasons for undertaking that particular issue rather than an entitlements issue to existing Shareholders, should that occur.

The recipients under the 10% Placement Capacity have not been determined as at the date of this Notice. They may, however, include current Shareholders, substantial Shareholders and/or new investors none of whom will be related parties (or their associates) of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new assets or investments.

- **Issue of Shares under ASX Listing Rule 7.1A.2:** the Company has not issued any Shares under ASX Listing Rule 7.1A.2 during the past 12 months.
- **Voting exclusion:** A voting exclusion statement is included in the Notice.

However, the Company has not approached, and has not yet determined to approach, any particular existing Shareholders or an identifiable class of existing Shareholders to participate in an offer under the 10% Placement Capacity and therefore no Shareholder will be excluded from voting on Item 6.

#### **RECOMMENDATION**

*The Board unanimously recommends that Shareholders vote in **favour** of Item 6.*

## Glossary

In this Notice and Explanatory Statement:

**10% Placement Capacity** means the placement capacity described in Item 6 of the Explanatory Memorandum.

**10/12 Limit** means the limit described in Item 5 of the Explanatory Memorandum.

**AGM or Meeting** means the annual general meeting convened by this Notice

**Additional Buy-Back** means the additional buy-back described in Item 5 of the Explanatory Memorandum.

**Annual Report 2025** means the annual report of the Company for the financial year ended 30 June 2025.

**ASX** means ASX Limited ACN 008 624 691, or, as the context requires, the Australian Securities Exchange, a financial market operated by it.

**ASX Listing Rules** means the listing rules of the ASX.

**Auditor** means Grant Thornton Audit Pty Ltd.

**Board** means the board of Directors.

**Chair** means the chair of the Board or the Meeting (as the context requires).

**Company** means Boom Logistics Limited ACN 095 466 961.

**Constitution** means the constitution of the Company.

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

**Directors** mean the directors of the Company and **Director** means any of them.

**Eligible Entity** means the eligible entity described in Item 6 of the Explanatory Memorandum.

**Equity Security** has the same meaning as in the ASX Listing Rules.

**Explanatory Memorandum** means this explanatory statement that accompanies and is incorporated as part of, this Notice.

**Financial Statements and Reports** means the financial statements and reports of the Directors and the auditor for the financial year ended 30 June 2025.

**FY25** means the financial year ended 30 June 2025.

**KMP** means key management personnel.

**Notice** means this notice of meeting which includes the Explanatory Memorandum.

**ordinary resolution** means a resolution of Shareholders that is approved by Shareholders who are entitled to vote on that resolution and who hold more than 50% (in number) of the Shares held by the Shareholders voting on the resolution.

**Placement Period** means the placement period described in Item 6 of the Explanatory Memorandum.

**Proxy Form** means the proxy form which accompanies this Notice.

**Remuneration Report** means the remuneration report of the Company for the financial year ended 30 June 2025 contained in the Annual Report.

**Resolution** means a resolution referred to in this Notice.

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

**Shareholder** means a holder of at least one Share.

**Special resolution** means a resolution of Shareholders that is approved by Shareholders who are entitled to vote on that resolution and who hold more than 75% (in number) of the Shares held by the Shareholders voting on the resolution.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.

**VWAP** means volume weighted average market price.



All Registry communications to:

Automic Group GPO Box 5193

Sydney NSW 2001

Telephone (free call within Australia): 1300 288 664

ASX Code: BOL

Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

20 October 2025


## Upcoming Annual General Meeting of Shareholders

Boom Logistics Limited ACN 095 466 961 (ASX: BOL or “the **Company**”), advises the 2025 Annual General Meeting will be held in person at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 on Friday, 21 November 2025 at 1:00pm (AEDT) (**Meeting**).

### Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at [www.boomlogistics.com.au](http://www.boomlogistics.com.au) or the Company’s ASX market announcements platform at [www.asx.com.au](http://www.asx.com.au) (ASX: BOL).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice unless Shareholders have already notified the Company that they wish to receive documents in hard copy.

<b>Online</b> scan the QR code below using your smartphone 	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: <ol style="list-style-type: none"><li>1. Login to the Automic website using the holding details as shown on the Proxy Form.</li><li>2. Click on ‘View Meetings’ – ‘Vote’.</li></ol> To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown as shown at the top of your holding statement.
<b>By Post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By email</b>	Send the scanned proxy form to <a href="mailto:meetings@automic.com.au">meetings@automic.com.au</a>

For further information on the online proxy lodgement process, please contact the Company’s Share Registry, Automic Group (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

### Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at [AGM@boomlogistics.com.au](mailto:AGM@boomlogistics.com.au).

Copies of all Meeting related material including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.

Your proxy voting instruction must be received by **1:00pm (AEDT) on Wednesday, 19 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - APPOINT A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

