

NOTICE OF 2023 ANNUAL GENERAL MEETING

EMECO HOLDINGS LIMITED (ACN 112 188 815)

The Annual General Meeting of Emeco Holdings Limited (**Company** or **Emeco**) will be held at level 15, 1 Farrer Place, Sydney on Wednesday, 29 November 2023 commencing at 1.15 pm (AEDT/Sydney time). Registrations will commence at 12.45 pm (AEDT/Sydney time).

The Explanatory Notes to this Notice of Annual General Meeting provide additional information on matters to be considered at the meeting. The Explanatory Notes form part of this Notice of Annual General Meeting.

BUSINESS

1. Consideration of reports

To receive and consider the financial report, the directors' report and the auditor's report of the Company for the financial year ended 30 June 2023 as set out in the Annual Report.

2. Questions and comments

Shareholders as a whole will be given a reasonable opportunity to ask questions about or comment on the management and audit of the Company.

3. Items for approval

Resolution 1: Re-election of Mr James Walker III

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

"That Mr James Walker III, who was appointed as a Director since the last annual general meeting of the Company and retires as a Director in accordance with the Constitution, and being eligible, is elected as a Director."

Resolution 2: Re-election of Ms Sarah Adam-Gedge

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

"That Ms Sarah Adam-Gedge, who was appointed as a Director since the last annual general meeting of the Company and retires as a Director in accordance with the Constitution, and being eligible, is elected as a Director."

Resolution 3: Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution:

"That the remuneration report for the financial year ended 30 June 2023 be adopted."

The Remuneration Report forms part of the Directors' Report (included in the Annual Report at pages 26 to 43).

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

Voting prohibitions: In accordance with the Corporations Act, the Company will disregard any votes cast on this Resolution by or on behalf of the following persons:

- (a) a member of the Key Management Personnel for the Company, details of whose remuneration are included in the Remuneration Report; or
 - (b) a Closely Related Party of such a member; and
- where the appointment does not specify the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote if it is cast:

- (a) by a person as a proxy for a person entitled to vote on Resolution 3, in accordance with a direction in the proxy form; or
- (b) by the Chairman as proxy where the appointment of the Chairman as proxy (expressly or by default):
 - (i) does not specify the way the proxy is to vote on the Resolution; and

- (ii) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes for Resolutions 3 to 5".

**Resolution 4:
Approval of retirement benefits that may be provided to Mr Ian Testrow, the Managing Director and Chief Executive Officer on ceasing employment**

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

"That, for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the giving of benefits to Mr Ian Testrow, the Managing Director and Chief Executive Officer, in connection with Mr Testrow ceasing to be employed by the Company as a result of his death or total and permanent disability as described in the Explanatory Memorandum which accompanies and forms part of the Notice of Annual General Meeting."

Voting prohibitions: In accordance with the Corporations Act, the Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of Mr Testrow (being the person entitled to receive the benefit) and any of his associates.

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

- (a) a person as a proxy or attorney for a person entitled to vote on Resolution 4, in accordance with a direction given to the proxy or attorney to vote on the resolution that way; or
- (b) by the Chairman as proxy or attorney for a person entitled to vote on Resolution 4, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and

- (ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with the Corporations Act, a person appointed as a proxy must not vote on Resolution 4, on the basis of that appointment, if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes for Resolutions 3 to 5".

**Resolution 5:
Approval of the issue of Rights under Emeco CEO Long Term Incentive Plan, to Mr Ian Testrow, the Managing Director and Chief Executive Officer**

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

"That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the issue of Rights to Mr Ian Testrow, the Managing Director and Chief Executive Officer of the Company, for FY24, FY25 and FY26 pursuant to the terms of the Emeco CEO Long Term Incentive Plan as described in the Explanatory Memorandum which accompanies and forms part of the Notice of Annual General Meeting."

Voting prohibitions: In accordance with the Corporations Act and ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Mr Testrow (being a person eligible to participate in the employee incentive scheme) and any of his associates.

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

- (a) a person as a proxy or attorney for a person entitled to vote on Resolution 5, in accordance with a direction given to the proxy or attorney to vote on the resolution that way; or
- (b) by the Chairman as proxy or attorney for a person entitled to vote on Resolution 5, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
 - (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes for Resolutions 3 to 5".

INFORMATION FOR SHAREHOLDERS

Availability of the Annual Report

As permitted by the Corporations Act, a printed copy of the Annual Report comprising the financial report, the directors' report and the auditor's report of the Company for the financial year ended 30 June 2023 has been sent only to those Shareholders who have requested to receive a printed copy. For those Shareholders who have not requested to receive a printed copy, the Annual Report is available online on the Company's website at: <https://emecogroup.com/investors>.

Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that you will be entitled to attend and vote at the Annual General Meeting if you are registered as a holder of Shares as at 7.00 pm (AEDT/Sydney time) on Monday, 27 November 2023. If you are not registered as a holder of Shares as at this time, you will not be entitled to attend or vote at the Annual General Meeting as a Shareholder.

If more than one joint holder of Shares is present at the Annual General Meeting (whether personally, or by proxy, attorney or representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Proxies

Appointing a proxy

A Shareholder who is entitled to attend and cast a vote at the Annual General Meeting may appoint not more than two other persons as that Shareholder's proxies. Where two proxies are appointed, a Shareholder may specify the proportion or the number of votes each proxy may exercise, failing which, each proxy may exercise half of the Shareholder's votes.

A proxy need not be a Shareholder.

The Constitution provides that on a show of hands, every Shareholder present and entitled to vote has one vote. If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant Resolution.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default.

Lodging your proxy form

You can lodge your completed proxy form by:

- (a) mailing it to Link Market Services Limited using the reply-paid envelope;
- (b) posting it to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- (c) lodging it online at Link Market Services Limited's website, www.linkmarketservices.com.au. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website;
- (d) by facsimile to Link Market Services Limited at 02 9287 0309 (from within Australia) or +61 2 9287 0309 (from outside Australia); or
- (e) hand delivering it to Link Market Services Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW 2150.

Your completed proxy form must be received by Link Market Services Limited as set out above or by the Company at its registered office at Level 3, 133 Hasler Road, Osborne Park, Western Australia 6017 by no later than 1.15 pm (AEDT/Sydney time) on Monday, 27 November 2023, that is, at least 48 hours before the commencement of the Annual General Meeting.

If the proxy form is signed by an attorney, the original power of attorney (or a certified copy) under which the proxy form was signed must also be received by Link Market Services Limited as set out above or by the Company at its registered office at Level 3, 133 Hasler Road, Osborne Park, Western Australia 6017 by no later than 1.15 pm (AEDT/Sydney time) on Monday, 27 November 2023 unless it has previously been provided to Link Market Services Limited or the Company.

A personalised proxy form has been sent to Shareholders. Additional proxy forms will be supplied by Link Market Services Limited on request.

How the Chairman will vote undirected proxies

The Chairman will vote all undirected proxies in **favour** of Resolutions 1, 2, 3, 4 and 5.

You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

If you wish, you can appoint the Chairman as your proxy and direct the Chairman to cast your votes contrary to the above stated voting intention or to abstain from voting on any Resolution. Simply mark your voting directions on the proxy form before you return it.

In respect of Resolutions 3, 4 and 5, Shareholders should also refer to the important additional information below under the heading "Important information concerning proxy votes on Resolutions 3 to 5".

Important information concerning proxy votes on Resolutions 3 to 5

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their Closely Related Parties to vote on the advisory resolution to adopt the Company's Remuneration Report (see under "Voting prohibitions" in the Notice of Annual General Meeting) and resolutions connected directly or indirectly with the remuneration of the Company's Key Management Personnel. Key Management Personnel of Emeco are the directors of Emeco and all other persons having authority and responsibility for planning, directing and controlling the activities of Emeco, directly or indirectly. The Remuneration Report identifies Emeco's Key Management Personnel for the financial year ended 30 June 2023. "Closely Related Party" is defined in the Corporations Act (and repeated in the Glossary of Defined Terms to the Explanatory Notes) and includes certain family members, dependants and companies controlled by Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy how to vote on all Resolutions. In particular, if you intend to appoint any Key Management Personnel of the Company or their Closely Related Parties as your proxy, you should direct your proxy to vote for or against or to abstain from voting on Resolutions 3, 4 and 5 by marking the appropriate box opposite these Resolutions on the proxy form. Other than in respect of the Chairman, if you do not direct such a proxy how to vote on that Resolution, they will **not** be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chairman, who is able to vote undirected proxies.

Shareholders who intend to appoint the Chairman as their proxy (including an appointment by default) are also encouraged to direct the Chairman how to vote on all Resolutions, including Resolutions 3, 4 and 5.

If the Chairman of the meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote for or against or to abstain from voting on Resolutions 3, 4 and 5 by marking the appropriate box opposite these Resolutions on the proxy form.

However, if the Chairman is your proxy (expressly or by default) and you do not direct the Chairman how to vote in respect of Resolutions 3, 4 and 5 on the proxy form, you will be deemed to have expressly authorised the Chairman to vote your proxy in **favour** of Resolutions 3, 4 and 5. This express authorisation acknowledges that the Chairman may vote your proxy even if:

- (a) Resolutions 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company; and
- (b) the Chairman has an interest in the outcome of Resolutions 3, 4 and 5 and that votes cast by the Chairman for these Resolutions, other than as an authorised proxy holder, will be disregarded because of that interest.

Body corporate representative

In accordance with section 250D of the Corporations Act, any Shareholder being a body corporate may appoint an individual to act as its representative at the Annual General Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a Resolution.

Corporate Shareholders who wish to appoint a representative to attend the Annual General Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. That formal notice of appointment must be brought to the Annual General Meeting.

Explanatory Notes

Please refer to the Explanatory Notes attached to this Notice of Annual General Meeting in relation to the items of business set out in this Notice.

By order of the Board



Penelope Young
Company Secretary
25 October 2023

EXPLANATORY NOTES

1. Consideration of reports

The financial report, Directors' report and auditor's report for the financial year ended 30 June 2023 will be presented for consideration. There is no formal resolution to be voted on in relation to this item of business.

2. Questions and comments

Following consideration of the reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on, the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Alternatively, you can submit written questions to the auditor that are relevant to the content of the auditor's report or to the conduct of the audit. Written questions must be received no later than 1.15 pm (AEDT/Sydney time) on Wednesday, 22 November 2023, by Link Market Services Limited (at the postal address or fax number for lodgement of proxies) or by the Company at Level 3, 133 Hasler Road, Osborne Park, Western Australia 6017.

The Chairman will also give the auditor a reasonable opportunity to answer any such written questions submitted by Shareholders. Any written questions submitted by Shareholders will be made available at the start of the Annual General Meeting. Any written answer tabled by the auditor at the Annual General Meeting will be made available as soon as practicable after the meeting.

3. Items for approval

Resolution 1

Re-election of Mr James Walker III

Information on Mr Walker's experience

Appointment: Mr James Walker III was appointed with effect from 6 June 2023 as an additional member of the board and has been a non-executive director since that time. Until the appointment of Ms Sarah Adam-Gedge, Mr Walker was a member of the Company's audit and risk management committee and remuneration and nomination committee.

In accordance with the Constitution, as Mr Walker was appointed after the last annual general meeting, he retires at this Annual General Meeting and offers himself for re-election.

Skills and experience: Mr Walker is a 30-year veteran in asset management and has held several leadership positions throughout his career. He has recently re-joined Black Diamond Capital Management, a company that he co-founded in 1996, serving as the President and Senior Managing Director. Mr Walker also currently serves as a board member for Starwood REIT, Clarus Corp. and Consumer Portfolio Services, Inc and is also a Strategic Partner of Jadian Capital, a real estate private equity investment firm.

From 2008 through 2017, Mr Walker was a Managing Partner of Fir Tree Partners, a top 50 global alternative asset management firm, and was a member of the firm's Real Estate Investment Committee and Chairman of the firm's Risk Committee. Prior to joining Fir Tree, Mr Walker was a co-founder and Managing Partner of Black Diamond Capital Management. Mr Walker began his career in investment banking at Kidder, Peabody & Co and Bear Stearns.

Mr Walker received a Bachelor of Economics from Boston College's School of Management in 1984 and was recently a member of the Board of Regents at Boston College.

Current appointments:

- President and Senior Managing Director of Black Diamond Capital Management
- Lead Independent Director of Starwood REIT
- Board Member of Clarus Corp
- Board Member of Consumer Portfolio Services
- Strategic Partner of Jadian Capital

The Board ensures comprehensive background checks are undertaken before appointing a new director and confirms that those checks did not reveal any information of concern.

The Directors (with Mr Walker abstaining) unanimously recommend that Shareholders vote in favour of Resolution 1. The Board considers that Mr Walker brings significant financial and strategic experience to the Board from his career in executive leadership, asset management and investment banking, where he has been instrumental in delivering growth and value for shareholders and investors.

Each of the Directors holding Shares in the Company intends to vote in favour of Resolution 1.

The Chairman intends to vote undirected proxies in favour of Resolution 1.

Resolution 2

Re-election of Ms Sarah Adam-Gedge

Information on Ms Sarah Adam-Gedge's experience

Appointment: Ms Adam-Gedge was appointed as an independent non-executive director with effect from 1 October 2023 to fill a casual vacancy, following the retirement of Mr Keith Skinner as a director in June 2023. Ms Adam-Gedge is a Chartered Accountant and brings substantial financial experience to the Board. Ms Adam-Gedge is the chair of the Company's audit and risk management committee and a member of the remuneration and nomination committee.

In accordance with the Constitution, as Ms Adam-Gedge was appointed after the last annual general meeting, she retires at this Annual General Meeting and offers herself for re-election.

Skills and experience: Ms Adam-Gedge is a Chartered Accountant and graduate member of the Australian Institute of Company Directors who brings broad financial, commercial, leadership and governance experience to Emeco gained through her executive career and her current roles across a number of Boards.

Ms Adam-Gedge began her executive career at Arthur Andersen as an audit specialist before joining PwC and broadening into consulting including business process re-engineering, supply chain efficiency and financial performance optimisation. Her career includes over a decade in regional CEO roles in leading technology and consulting businesses including IBM, Avanade Australia, Publicis Sapient Australia and Wipro Limited Australia and New Zealand.

Current appointments:

- Deputy Chair & Non-Executive Director and Chair of the Audit & Risk Committee and member of the Remuneration and Nomination Committee of Austal Limited
- Non-executive Director and member of the Audit & Risk Committee of Codan Limited
- Non-executive Director and Chair of the Audit & Risk Committee of Bravura Solutions Ltd
- Non-executive Director and Chair of the People and Remuneration Committee of Kinetic IT Pty Ltd
- Non-executive Director and member of the Audit & Risk Committee of Cricket Australia
- Non-member Director of CPA Australia
- Independent Member of the Finance, Audit & Risk Committee of the Australian Sports Foundation

The Board considers Ms Adam-Gedge to be an independent director.

The Board ensures comprehensive background checks are undertaken before appointing a new director and confirms that those checks did not reveal any information of concern.

The Directors (with Ms Adam-Gedge abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2. The Board considers that Ms Adam-Gedge brings highly valuable commercial, finance, technology and business improvement skills and experience gained during her executive career. In particular, her demonstrated expertise and leadership of the Board Audit and Risk Management function and recent experience in contracting and service businesses is immediately welcomed.

Each of the Directors holding Shares in the Company intends to vote in favour of Resolution 2.

The Chairman intends to vote undirected proxies in favour of Resolution 2.

Resolution 3

Adoption of the Remuneration Report

The Corporations Act requires the Shareholders at the Company's Annual General Meeting to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report is contained in the Directors' Report included in the Annual Report at pages 26 to 43.

The Remuneration Report details the Company's policy on remuneration and its relationship to company performance during FY23 including incentive plans and remuneration structures for executive and non-executive Directors and other Key Management Personnel.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

Resolution 4

Approval of benefits that may be payable to Mr Testrow, the Managing Director and Chief Executive Officer on his ceasing employment

The Company and Mr Testrow, the Managing Director and Chief Executive Officer, have agreed variations to Mr Testrow's employment agreement (**Variations**) which take effect for the period from 1 July 2023 to 30 June 2027 (**Variation Period**).

Variations to Mr Testrow's Employment Contract

As announced to ASX on 3 August 2023, Mr Testrow's employment agreement was varied with effect from FY24 to coincide with the end of the previous retention incentives, with the last tranche of equity vesting on release of FY23 results.

The Company's remuneration and nomination committee and the Board regularly review the remuneration strategy for key executives to ensure that, amongst other things, the terms reflect the strategy, position and performance of the Company, align with market conditions and appropriately incentivise the executive.

The Board considers retention of Mr Testrow to be critical to the ongoing profitability of the Company. Mr Testrow has a proven track record and experience in leading the Company including through challenging times and changing markets and the Board considers his operational and strategic leadership to be highly valuable.

Having conducted a review of Mr Testrow's package, the Board considers that the changes to his remuneration are appropriate and will further incentivise Mr Testrow to continue leading the Company and executing the Company's strategic objectives over at least the next 4 years.

Variations

As set out in the ASX announcement on 3 August 2023, changes to Mr Testrow's remuneration arrangements for the Variation Period include the below.

- (a) From 1 July 2023, Mr Testrow's remuneration includes:
- total fixed remuneration of \$1.25 million per

annum (inclusive of superannuation), adjusted annually for inflation (**TFR**);

- the opportunity to receive incentives up to 250% of TFR annually being:
 - 130% of his annual TFR in short term incentives (**STI**). Subject to Shareholder approval (which will be sought at a future shareholder meeting of the Company), a portion of the STI may be payable in equity, vesting on 30 June 2027, unless Mr Testrow elects to take the whole of the STI award in cash.
 - Subject to Shareholder approval including under Resolution 5, 120% of his annual TFR in long term incentives (**LTI**) under the CEO LTI Plan. Further details regarding the LTI are set out below.

- (b) If Mr Testrow's employment were to end during the Variation Period:

- Due to resignation, the loan approved by Shareholders at the 2022 annual general meeting would become due and 12% interest per annum would be applied from the date the loan was drawn down until it is repaid.
- Due to Mr Testrow suffering a serious illness or injury that resulted in his total and permanent disability such that he is medically assessed as no longer being able to perform the duties of his position on a permanent basis (**TPD Event**) or due to death, subject to the Company obtaining Shareholder approval under Resolution 4, Mr Testrow (or his legal personal representative as the case may be) would immediately receive:
 - unpaid TFR up to 30 June 2027, being the end of the Variation Period; and
 - Rights tested and awarded as at the date that his employment ends and the maximum number of Rights available under the CEO LTI Plan (as described below) which have not yet been tested and awarded. All of these Rights would immediately vest and may be exercised into Shares.
- For any reason other than due to a TPD Event or death, Mr Testrow would receive TFR up to the date that his employment ends and any Rights tested and awarded prior to that date would vest. No Rights would be issued in respect of part years worked or future years not yet worked.

(c) If there is a Change in Control of the Company during the Variation Period, Mr Testrow would be entitled to immediately receive the following amounts and those Variations that are only to apply during the Variation Period will cease to operate:

- an amount equivalent to his unpaid TFR up to 30 June 2027; and
- Rights tested and awarded as at the date of the Change in Control and the maximum number of Rights available under the CEO LTI Plan (as described below) which have not yet been tested and awarded. All of these Rights would immediately vest and may be exercised into Shares.

The potential issue of Emeco shares to Mr Testrow in connection with a Change in Control forms part of the subject covered by Resolution 5 and is not covered by Resolution 4.

Shareholder approval under the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company if it is approved by Shareholders under section 200E of the Corporations Act or an exception otherwise applies.

Shareholder approval is being sought for the potential future termination benefits under sections 200B and 200E of the Corporations Act that Mr Testrow would receive were his employment to end due to a TPD Event or death.

The Company seeks Shareholder approval under Resolution 4 for the benefits which Mr Testrow may receive under the Variations if Mr Testrow's employment were to end during the Variation Period due to a TPD Event or death.

Details of the retirement benefits

Under the terms of the Variation, if Mr Testrow were to suffer a TPD Event or to die (each a **Trigger Event**), he would be entitled to:

- unpaid TFR from the date of the Trigger Event up to 30 June 2027;
- all Rights tested and awarded to Mr Testrow to the date of the Trigger Event. These Rights would vest and be capable of being immediately exercised into Shares;
- Rights equal to the maximum LTI award for the balance of the Variation Period (calculated on the TFR applicable at the date of the Trigger Event) that have not been tested and awarded as at the date of the Trigger Event,

(together, the **Remaining Remuneration Package**).

The payment of TFR and the accelerated vesting of the Rights on the occurrence of a TPD Event or death may be considered a benefit in connection with Mr Testrow's retirement from office and, therefore, within the scope of section 200B of the Corporations Act.

Value of the retirement benefits

The total value of the proposed benefit to be approved by Shareholders under Resolution 4 cannot be determined in advance. This is because various matters will or are likely to affect the value, including:

- the period of time that has elapsed in the Variation Period prior to the Trigger Event;
- any change in TFR during the period prior to the Trigger Event;
- the market price of Shares at the time that any Rights vest;
- the number of Rights (if any), that were awarded for periods prior to the Trigger Event following testing of the relevant KPIs.

The value of the unpaid total fixed remuneration component of the Remaining Remuneration Package will be calculated on the occurrence of any Trigger Event using Mr Testrow's TFR at that time.

If and when Rights vest to Mr Testrow on an accelerated basis due to a TPD Event or death, the value of the benefit can be calculated by multiplying the number of Rights that Mr Testrow receives by the market price of Shares at that time.

If a Trigger Event were to occur on 30 November 2023, the value of the Remaining Remuneration Package Mr Testrow would receive would be approximately \$4,479,167 in TFR and (assuming a Share price of 65 cents as at the date of the Trigger Event) approximately 9,230,770 Rights with a value of approximately \$6,000,000. However, the potential value of any Remaining Remuneration Package would likely decrease further into the Variation Period and, if a Trigger Event were to occur at the end of the Variation Period, the value of the Remaining Remuneration Package would be nominal. The Company has no information to suggest that a Trigger Event may or is likely to occur during the Variation Period.

Resolution 5

Approval of the issue of Rights under the Emeco CEO Long Term Incentive Plan for FY24, FY25 and FY26 for Mr Ian Testrow, the Managing Director and Chief Executive Officer

CEO LTI terms

Resolution 5 seeks Shareholder approval for the issue of Rights to fully paid ordinary Emeco shares to Mr Ian Testrow, the Managing Director and Chief Executive Officer, under the Emeco CEO Long Term Incentive Plan (**CEO LTI Plan**) as follows:

- (a) a maximum potential entitlement of 2,307,693 Rights (**FY24 Rights**);
- (b) the number of Rights to be calculated in accordance with the methodology described below in respect of FY25 (**FY25 Rights**); and
- (c) the number of Rights to be calculated in accordance with the methodology described below in respect of FY26 (**FY26 Rights**).

The CEO LTI Plan is an equity incentive aimed to reward the Chief Executive Officer for his contribution to achievement of specified performance criteria (**KPIs**) over the performance period.

The number of Rights issued to Mr Testrow in respect of each year will reflect the KPI assessment against the maximum potential entitlement that he could receive under the CEO LTI Plan for that financial year.

Mr Testrow's maximum potential entitlement is calculated as that number of Rights equal to 120% of his TFR, determined using a share price of \$0.65 per share (**Maximum Potential Entitlement**). This share price will apply for each of FY24, FY25 and FY26.

In FY24, Mr Testrow's fixed annual remuneration is \$1,250,000, providing a Maximum Potential Entitlement (subject to testing of the KPI) of up to 2,307,693 Rights. Pursuant to the terms of the Variation, Mr Testrow's TFR may be reviewed to reflect inflationary adjustments. As such, in FY25 and FY26, Mr Testrow's TFR, and therefore his Maximum Potential Entitlement, may or may not be different to its current level.

Under the CEO LTI Plan, Rights for a financial year may be awarded to Mr Testrow following testing of the relevant KPI for that financial year. KPIs are reviewed, and achievement is tested at the end of each financial year. If the KPI is not achieved or is partly achieved, Mr Testrow will receive a portion (or none) of the maximum potential entitlement for that financial year.

For FY24, the CEO LTI Plan KPI is FY24 EPS growth of equal to or greater than 8%. A pro rata entitlement will be awarded where FY24 EPS growth is greater than 0% but less than 8%. No award will be made if there is no FY24 EPS growth or negative FY24 EPS growth. EPS will be based on the weighted average number of Emeco shares on issue during the year.

The KPIs for FY25 and FY26 are yet to be determined. The Board has adopted an approach of reviewing KPIs early in each financial year to ensure that the KPIs are effective, aligned with Shareholders interests and are appropriately tailored to the circumstances and/or objectives of the Company at the time.

Details of any awards and the applicable KPIs will be set out in the remuneration report each year.

A copy of the employee incentive plan rules is available at <https://emecogroup.com/who-we-are/corporate-governance>

If Shareholder approval is not obtained for this Resolution 5, the Rights the subject of this Resolution 5 will not be granted. If a grant of Rights under the CEO LTI is not approved, the Company has agreed it will pay the award assessed by the Board in cash.

If this Resolution is not passed, the FY24 award will be paid in cash after testing against the CEO LTI Plan KPI and the Company will consider whether to seek approval for the FY25 Rights and the FY26 Rights at subsequent meetings of Shareholders.

Vesting of Rights

If this Resolution is passed and the relevant CEO LTI Plan KPI is partially or fully met resulting in an award of Rights under the CEO LTI Plan, the Rights will be held in the Emeco Employee Share Ownership Trust, a trust operated by Pacific Custodians Pty Ltd (an independent professional trustee), until they vest and are converted into Shares in accordance with their terms.

Any Rights awarded under the CEO LTI Plan will vest on release of Emeco's FY27 full year results unless Mr Testrow's employment ends earlier or there is a Change of Control of the Company as set out below.

Subject to approval of this Resolution:

- If Mr Testrow's employment with the Group ends during the Variation Period for any reason other than death or a TPD Event, Mr Testrow would be entitled to receive Rights that have been tested and awarded but no further Rights would be issued under the CEO LTI Plan including in respect of any incomplete or future financial years.

- In the event of a Change of Control of the Company during the Variation Period, Mr Testrow would be entitled to receive Rights that have been tested and awarded, together with the Maximum Potential Entitlement for each remaining financial year in the Variation Period for which Rights have not yet been tested and awarded.
- If Mr Testrow's employment were to end in the Variation Period due to a TPD Event or death, Mr Testrow would, subject to the Company also obtaining Shareholder approval under Resolution 4, be entitled to receive Rights that have been tested and awarded, together with the Maximum Potential Entitlement for each remaining financial year in the Variation Period for which Rights have not yet been tested and awarded.

After Rights have vested, they may be exercised into Shares in accordance with their terms. If Mr Testrow leaves the Group, Rights must be exercised into Shares within 2 years after the date his employment ends.

Rights awarded under the CEO LTI Plan do not carry voting rights or an entitlement to dividends.

Shareholder approval under the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company if it is approved by Shareholders under section 200E of the Corporations Act or an exception otherwise applies.

Shareholder approval is being sought for the potential future termination benefits under sections 200B and 200E of the Corporations Act that Mr Testrow would receive were his employment to end in the circumstances described above.

Details of the retirement benefits

The retirement benefits in the context of death or a TPD Event are described above in the explanatory notes for Resolution 4.

This section details retirement benefits if Mr Testrow leaves the Group prior to the vesting date in circumstances other than death or a TPD Event.

Where Rights under the CEO LTI Plan vest on an accelerated basis, the accelerated vesting may be considered a benefit in connection with Mr Testrow's retirement from office and, therefore, within the scope of section 200B of the Corporations Act.

These proposed benefits may fall within one of the recognised exceptions under the Corporations Act. However, in the event such a benefit does not technically fall within any of the categories of exceptions set out in the Corporations Act, Shareholders are asked to approve them in these circumstances for the purposes of section 200E of the Corporations Act.

Value of the retirement benefits

The total value of the proposed benefit to be approved by Shareholders under Resolution 5 cannot be determined in advance. This is because various matters will or are likely to affect the value, including:

- the market price of Shares at the time that any Rights vest;
- a change in TFR during the period prior to an accelerated vesting;
- if a Trigger Event has occurred and if so, at what point in time; and
- the number of Rights (if any), that are vested on such an accelerated basis.

If and when Rights vest to Mr Testrow on an accelerated basis, the value of the benefit can be calculated by multiplying the number of Rights that Mr Testrow receives by the market price of Shares at that vesting time.

The Company is seeking this approval to assist it to meet its obligations to Mr Testrow and to provide the Company with flexibility to continue to remunerate executive directors fairly and responsibly. The Board believes the remuneration package agreed with Mr Testrow over the Variation Period will be an effective incentive to retain the energy and valuable leadership of Mr Testrow.

It should be noted that there is no current intention for Mr Testrow to vacate his role of Managing Director and Chief Executive Officer.

Shareholders should be aware that approval is not being sought for the purposes of the related party provisions contained in Chapter 2E of the Corporations Act, because, as set out above, the Board (other than Mr Testrow who is not able to make a recommendation due to his interest in this Resolution) considers that the Variations are appropriate and:

- any amounts received by Mr Testrow in the event of a Change of Control or if his employment ends due to his death or a TPD Event; and

- any accelerated vesting of Rights in the event of a Change of Control or should Mr Testrow leave in circumstances other than as a result of a TPD Event or death,

constitutes part of Mr Testrow's reasonable remuneration (and therefore falls within the exception set out in section 211 of the Corporations Act).

In reaching this conclusion, the Board has had regard to a variety of factors including the position held by Mr Testrow in the Company, the Board's desire to appropriately incentivise Mr Testrow, totality of the Variations agreed by Mr Testrow and the Company, and the remuneration offered to persons in comparable positions at comparable companies.

The Directors (with Mr Testrow abstaining) unanimously recommend that Shareholders vote in favour of Resolutions 4 and 5.

The Chairman intends to vote undirected proxies in favour of Resolutions 4 and 5.

Shareholder approval under the ASX Listing Rules

ASX Listing Rule 10.14 requires a listed company to obtain Shareholder approval by ordinary resolution prior to permitting the acquisition of securities under an employee incentive scheme by a director or an associate of a director. Mr. Testrow falls within Listing Rule 10.14.1 by virtue of being a director, and the Company is seeking approval for the acquisition of these Rights by Mr Testrow under ASX Listing Rule 10.14 and for all other purposes.

There is an exception to Listing Rule 10.14 where the securities to be acquired in satisfaction of the Rights are required by the scheme to be purchased on-market. While the Company has purchased Shares on-market to satisfy recent employee awards, the Company has not yet made any decision whether to issue Shares or acquire them on-market to satisfy any conversion of the awards the subject of Resolution 5. Seeking approval under ASX Listing Rule 10.14 allows the Company flexibility to either continue to purchase on-market or to issue new shares if it determines it is appropriate to do so at the relevant time.

As approval for the issue of the Rights is being sought under ASX Listing Rule 10.14, any issue of Shares by the Company to Mr Testrow to satisfy those Rights will be permitted pursuant to ASX Listing Rules 7.2 (Exception 14) and ASX Listing Rule 10.16(c).

Information required under ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following information is provided to Shareholders:

- Rights will be issued to Mr Ian Testrow, who is a Director of the Company.
- It is proposed to issue Mr Testrow the following Rights under this Resolution (subject to testing against the relevant KPI for the relevant period):
 - a maximum of 2,307,693 Rights in respect of FY24;
 - a maximum number of Rights in respect of FY25 calculated on the basis of 120% of Mr Testrow's then TFR and a Emeco share price of \$0.65; and
 - in respect of FY26, a maximum number of Rights calculated on the basis of 120% of then Mr Testrow's TFR and a Emeco share price of \$0.65.
- On exercise of any Rights, Mr Testrow will receive one Share for each Right.
- Details of the current annual remuneration structure for Mr Testrow for FY24 are as follows:

Total fixed remuneration (including superannuation) (TFR)	\$1,250,000.00
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Short-term incentive	Maximum of 130% of TFR
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Long term incentive	Maximum of 120% of TFR
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Please refer to the Remuneration Report for full details of Mr Testrow's remuneration for FY23.

- This Notice of Annual General Meeting sets out a summary of the material terms of the Rights. The Company considers Rights are an effective mechanism to align the interests of executives with the interests of Shareholders, through the testing of achievement against Company KPIs. As each Right may be exercised into one Share, the actual value of the Rights will be the market price of the equivalent number of Shares at the time that the Rights are exercised.

- (f) If approved, the Rights the subject of the relevant Resolution will be issued following this Annual General Meeting and no later than 3 years after the date of this Annual General Meeting.
- (g) The Rights would be issued as part of Mr Testrow's remuneration so there is no cash consideration payable by Mr Testrow (and accordingly no issue price). On exercise of the Rights, Mr Testrow will receive the Shares at no cost to Mr Testrow.
- (h) A summary of the material terms of the CEO LTI Plan is set out above.
- (i) No loans will be provided by the Company in connection with the award.
- (j) Details of any securities awarded under the CEO LTI Plan will be published in the Company's Annual Report relating to the period in which they were awarded, along with a statement that approval for the award was obtained under ASX Listing Rule 10.14.
- (k) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an award of securities under the LTI plan after this resolution is approved and who were not named in this Notice of Meeting will not participate until Shareholder approval is obtained under ASX Listing Rule 10.14.
- (l) A voting exclusion statement for this Resolution is set out in the Notice of Annual General Meeting.

GLOSSARY OF DEFINED TERMS

The following terms and abbreviations used in these Explanatory Notes and Notice of Annual General Meeting have the following meanings:

Annual General Meeting means the annual general meeting of the Company to be held on Wednesday, 29 November 2023 at 1.15 pm (AEDT/Sydney time).

Annual Report means the Company's annual report comprising the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2023 (a copy of which is available at <https://emecogroup.com/investors>).

Board means the current board of Directors.

Chairman means the Chairman of the Annual General Meeting.

Change of Control means:

- (a) an absolute change of control of the Company (that is, a third party and its associates holds greater than 50% of the ordinary shares of the Company); or
- (b) effective change of control (that is, the occurrence of an event which results in a third party and its associates having the capacity to determine the outcome of decisions on the financial and operating policies of the Company).

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company;
- (e) a company that the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Emeco** means Emeco Holdings Limited ABN 89 112 188 815.

Constitution means the Company's constitution, a copy of which is available at <https://emecogroup.com/who-we-are/corporate-governance>.

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

Director means a director of the Company.

Explanatory Notes means the explanatory notes accompanying the Notice.

Group means Emeco and its subsidiaries.

Key Management Personnel has the same meaning as in Accounting Standard AASB 124 Related Party Disclosures. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors.

Notice or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Notes and the proxy form.

Remuneration Report means the remuneration report contained in the directors' report included in the Annual Report at pages 26 to 43.

Resolutions means the resolutions set out in the Notice of Annual General Meeting, and **Resolution** means any one of them.

Right means a right to a Share.

Share means an ordinary fully paid share in the Company.

Shareholder means the holder of one or more Shares.

emecogroup.com

Head Office

Level 3
133 Hasler Road
Osborne Park WA 6017
Australia


T +61 (0) 8 9420 0222
E corporate@emecogroup.com


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Emeco Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: +61 1800 689 300 (free call within Australia)



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:15pm (AEDT) on Wednesday, 29 November 2023 at Level 15, 1 Farrer Place, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 3, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 1

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Re-election of Mr James Walker III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of the issue of Rights under Emeco CEO Long Term Incentive Plan, to Mr Ian Testrow, the Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Sarah Adam-Gedge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of retirement benefits that may be provided to Mr Ian Testrow, the Managing Director and Chief Executive Officer on ceasing employment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:15pm (AEDT) on Monday, 27 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.


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

ONLINE

 <https://investorcentre.linkgroup.com>

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

BY MOBILE DEVICE


 Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code




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

BY MAIL

 Emeco Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

 +61 2 9287 0309

BY HAND

 delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.

ONLINE

 www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**