

**Johns Lyng Group Limited**  
ACN 620 466 248

**All Registry communications to:**

Link Market Services Limited  
Locked Bag A14  
Sydney South  
NSW 1235  
Australia  
Telephone: +61 1300 554 474  
Email: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)  
Website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Dear Shareholder,

**Johns Lyng Group Limited: 2024 Annual General Meeting**

On behalf of the Board of Directors, it is my pleasure to invite you to attend the 2024 Annual General Meeting (**AGM**) of Johns Lyng Group Limited (**Johns Lyng** or the **Company**).

The meeting will be held at the **Bayside Room, RACV City Club** at **501 Bourke Street, Melbourne VIC 3000 on Wednesday, 13 November 2024 at 10:00 am (AEDT)**.

In accordance with section 110D(1) of the *Corporations Act 2001 (Cth)*, the Company will not be sending hard copies of the Notice of Meeting to shareholders, unless the shareholder has made a valid election to receive such documents in hard copy. A copy of the Notice of Meeting and Annual Report can be viewed and downloaded from the ASX market announcement platform or the Company website <https://investors.johnslyng.com.au/Investors/>.

Your participation in the AGM is important to us and we invite all shareholders and proxy holders to participate in the AGM. Should you be unable to attend the Meeting and wish to lodge your proxy, proxy forms may be submitted to the Company's share registry, in one of the following ways:

- By hand delivery Link Market Services  
Parramatta Square, Level 22, Tower 6, 10 Darcy Street  
Parramatta NSW 2150
- By post C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia
- By facsimile +61 2 9287 0309
- Online [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), instructions as follows:  
Select 'Investor Login' and enter Johns Lyng Group Limited or the ASX Code: JLG in the Issue name field, your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Proxy Forms and Powers of Attorney must be received by the **Proxy Deadline being 10:00 am (AEDT) on Monday, 11 November 2024**. Proxy forms received later than this time will be invalid.

If you have any queries on how to cast your votes, please call the Company's share registry on 1300 554 474 or +61 1300 554 474 (from outside Australia) between the hours of 8:30 am and 7:30 pm (AEDT).

We look forward to welcoming you to the meeting.

Yours faithfully,



**Peter Nash**  
Chairman  
Johns Lyng Group Limited

# Notice of Annual General Meeting



**JOHNS LYNG GROUP LIMITED ACN 620 466 248**

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Notice is hereby given that the Annual General Meeting of Johns Lyng Group Limited (**Company**) will be held in the Bayside Room at the RACV City Club, 501 Bourke Street, Melbourne, VIC 3000 on Wednesday 13 November 2024 at 10.00 am (AEDT) (**Meeting**).

This Notice of Annual General Meeting (**Notice**) is an important document and should be read in its entirety. The Explanatory Memorandum to this notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Memorandum form part of this Notice.

## **BUSINESS OF THE MEETING**

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### **Item 1 – Financial Statements and Reports**

To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2024.

Note:

- Shareholders are not required to approve these reports. However, Shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.

### **Item 2 – Remuneration Report**

To consider and, if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

*“That the Remuneration Report for the year ended 30 June 2024 be adopted.”*

Note:

- The Remuneration Report is set out in the Directors' Report, included within the Annual Report for the financial year ended 30 June 2024.
- In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the directors or the Company.
- A voting prohibition applies to this Resolution (see Explanatory Memorandum for details).

### **Item 3 – Re-election of Directors**

#### **Item 3A – Re-election of Non-Executive Director, Alex Silver**

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

*“That Mr Alex Silver, having retired from his office as a Director in accordance with clause 62.2 of the Constitution and, being eligible, be re-elected as a Director.”*

Note:

- Information about Mr Alex Silver, who is seeking re-election under Item 3A, appears on page 8 in the Explanatory Memorandum.

### **Item 3B – Re-election of Non-Executive Director, Larisa Moran**

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

*“That Ms Larisa Moran, having retired from her office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”*

Note:

- Information about Ms Larisa Moran, who is seeking re-election under Item 3B, appears on page 9 in the Explanatory Memorandum.

### **Item 3C – Re-election of Non-Executive Director, Alison Terry**

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

*“That Ms Alison Terry, having retired from her office as a Director in accordance with clause 62.2 of the Constitution and, being eligible, be re-elected as a Director.”*

Note:

- Information about Ms Alison Terry, who is seeking re-election under Item 3C, appears on page 9 in the Explanatory Memorandum.

### **Item 4 – Issue of Performance Rights to Executive Directors**

#### **Item 4A – Issue of Performance Rights to Mr Scott Didier AM**

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

*“That the grant of 238,935 Performance Rights to Mr Scott Didier AM (or his nominee(s)) under the Employee and Executive Incentive Plan, on the terms set out in the Explanatory Memorandum, is approved under and for the purposes of ASX Listing Rule 10.14 and for all other purposes.”*

Note:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details); and
- The Board (with Mr Scott Didier AM abstaining) recommends that Shareholders vote in favour of Item 4A.

#### **Item 4B – Issue of Performance Rights to Mr Nicholas Carnell**

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

*“That the grant of 230,378 Performance Rights to Mr Nicholas Carnell (or his nominee(s)) under the Employee and Executive Incentive Plan on the terms set out in the Explanatory Memorandum is approved under and for the purposes of ASX Listing Rule 10.14 and for all other purposes.”*

Note:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details); and
- The Board (with Mr Nicholas Carnell abstaining) recommends that Shareholders vote in favour of Item 4B.

## Item 5 – Section 260B Shareholder Approval

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

*"That, in connection with each Acceding Party becoming a guarantor of the Company's and certain of the Company's subsidiaries' obligations to ANZ under the Facility Agreement and providing security in favour of ANZ in respect of the financing made available by ANZ under the Facility Agreement, and for the purposes of sections 260A and 260B of the Corporations Act, Shareholders approve the provision of financial assistance proposed to be given by the Acceding Parties, for the purpose of, or in connection with, the acquisition of all or part of the issued securities in the Acceding Parties or the holding companies of the Acceding Parties, by way of the Company and/or its subsidiaries entering into binding agreements (**Acquisition Agreements**), and all elements of that transaction that may constitute financial assistance by the Acceding Parties for the purposes of the Corporations Act in connection with the acquisitions, as described in the Explanatory Memorandum accompanying the Notice of this Meeting, including the entry into, delivery and performance of all documents and transactions in connection with the accession of the Acceding Parties to the Facility Agreement and the granting of guarantees and security by the Acceding Parties in connection with it. In this Resolution a reference to any document is to the document as amended, restated or replaced."*

Note:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details); and
- The Board recommends that Shareholders vote in favour of Item 5.

## Item 6 – Spill Resolution – Conditional Resolution

**Item 6 will only be put to the meeting if at least 25% of the votes cast on Item 2 (Remuneration Report) are cast against the adoption of the Remuneration Report.**

To consider, in accordance with section 250V of the Corporations Act, the following resolution:

*"That, subject to at least 25% of the votes validly cast in respect of Item 2 being cast against the adoption of the Company's Remuneration Report for the year ended 30 June 2024:*

- a) another meeting of the Company's Shareholders ("**Spill Meeting**") be held within 90 days of the date of this meeting;*
- b) all of the Company's directors (except the Managing Director) who were directors of the Company when Item 2 was considered at this AGM cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to a vote at the Spill Meeting."*

Note:

- Further information on this resolution is provided in the Explanatory Memorandum.
- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details).
- The Board recommends that Shareholders vote **AGAINST** Item 6.

## ENTITLEMENT TO VOTE

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The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 pm (AEDT) on Monday, 11 November 2024 (**Entitlement Time**).

This means that if you are not the registered holder of a Share at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

## ANNUAL REPORT

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Copies of the Company's Annual Report for the financial year ended 30 June 2024 may be accessed on our website at <http://investors.johnslyng.com.au/investors/> and via the ASX market announcements platform.

## VOTING OPTIONS AND PROXIES

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If you do not plan to attend the Meeting, you are encouraged to complete and return the Proxy Form that accompanies this Notice.

### Voting by Proxy

A member entitled to attend and vote at this Meeting, is entitled to appoint a proxy to attend and vote on their behalf. A proxy need not be a Shareholder of the Company and can be a natural person over the age of 18 years or a body corporate. A body corporate that is a Shareholder or which has been appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a Shareholder or proxy at the Meeting.

The representative should bring to the Meeting evidence of their appointment, including any authority under which the appointment is signed (unless previously provided to the Company).

A Shareholder holding two or more Shares is entitled to appoint not more than two proxies to attend and vote in their place.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Subject to the specific proxy provisions applying to Item 2 (Remuneration Report), Items 4A and 4B (Performance Rights to Executive Directors), Item 5 (Section 260B Shareholder Approval) and Item 6 (Conditional Spill Resolution) (see the Explanatory Memorandum below):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- if a Shareholder appoints, or is taken to appoint, the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with their voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed Resolutions set out in this Notice of Meeting, with the exception of proposed Conditional Resolution 6, for which the Chair will vote **AGAINST**.

### Proxy Voting by the Chair

For Item 2 (Remuneration Report), Items 4A and 4B (Performance Rights to Executive Directors) and Item 6 (Conditional Spill Resolution), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Shareholder is expressly directing the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Items 2, 4A and 4B are connected to the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of the Resolutions in the Notice of Meeting, with the exception of proposed Conditional Resolution 6, for which the Chair will vote **AGAINST**.

### Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy, if the proxy is signed by an attorney) with the Company's share registry, as an original, by facsimile or online, no later than 10.00 am (AEDT) on Monday, 11 November 2024 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- By hand delivery    Link Market Services (**Link**)  
Parramatta Square, Level 22, Tower 6, 10 Darcy Street,  
Parramatta NSW 2150
- By post                C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia
- By facsimile        +61 2 9287 0309; or
- Online                [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), instructions as follows:  
Select 'Investor Login' and enter Johns Lyng Group Limited or the ASX Code: JLG in the Issue Name field, your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline being 10.00 am (AEDT) on Monday, 11 November 2024. Proxy forms received later than this time will be invalid.

If you have any queries on how to cast your votes, please call the Company's share registry on 1300 554 474 or +61 1300 554 474 (from outside Australia) between the hours of 8.30 am and 7.30 pm (AEDT).

### **JOINT HOLDERS**

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

## **CORPORATE REPRESENTATIVES**

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Where a shareholding is registered in the name of a corporation or a corporation has been appointed as a Shareholder's proxy, the corporate shareholder or proxy may appoint a person to act as its representative to attend the Meeting by completing and signing a "Certificate of Appointment of Corporate Representative" and ensuring that it is received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission. A form of this certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### **By Order of the Board**



**Lisa Dadswell**  
Company Secretary  
11 October 2024



## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and this Explanatory Memorandum form part of the Notice. Terms defined in this Explanatory Memorandum have the same meaning where used in the Notice or as otherwise defined in the Glossary.

If you do not understand any part of this Explanatory Memorandum, you should consult your professional advisor.

### Item 1 – Financial Statements

Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2024 to be laid before the Company's 2024 Annual General Meeting. There is no requirement for a formal Resolution on this item.

The Financial Report contains the financial statements of the consolidated entity consisting of Johns Lyng Group and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2024 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the Company's 2024 Annual Report may be accessed via the ASX market announcements platform and on our website at <https://investors.johnslyng.com.au/Investors/>.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor for the year ended 30 June 2024, KPMG, questions about the conduct of its audit of the Company's Financial Report for the year ended 30 June 2024, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.

### Item 2 – Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2024 Annual Report.

The Remuneration Report:

- Describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance.
- Sets out the remuneration arrangements in place for each Director and for certain members of the senior management team.
- Explains the basis for remunerating Non-Executive Directors and senior executives, including the Group Chief Executive Officer and Managing Director.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will consider any discussion on this Resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.

### Voting Prohibition

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel or a Closely Related Party of any such member, unless the person:

- votes as a proxy appointed by writing that specifies how the person is to vote on the Resolution; or



- is the Chair of the Meeting and votes as a proxy appointed by writing that expressly authorises the Chair to vote on the Resolution even though that Resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed Resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct them how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2, in which case, as stated on the Proxy Form, you will be taken to be expressly authorising the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote in favour of this Item 2).

#### Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this non-binding Resolution.

#### Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

### **Item 3 – Re-election of Directors**

Clause 63.1 of the Company's Constitution states that no Director who is not the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.

Clause 62.2 of the Constitution states that a Director appointed by the Directors under Clause 62.1 to fill a casual vacancy or as an addition to the existing Directors will hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

### **Item 3A – Re-election of Non-Executive Director, Mr Alex Silver**

Mr Alex Silver will retire at the 2024 Annual General Meeting and offers himself for re-election as Director under Clause 62.2 of the Constitution.

#### About Mr Alex Silver

Mr Silver is the co-founder and Chief Investment Officer of Anonym Capital Management, LP, which is a private investment firm based in New York City. Prior to co-founding Anonym Capital Management, LP, Mr Silver was a founding partner at P2 Capital Partners until October 2023. Prior to that, Mr Silver was with Karsch Capital Management (2005-2007), Soros Private Equity Partners (2001-2003), and Lazard Freres (1999-2001).

Mr Silver is a founder and Chairman Emeritus of EB Research Partnership, a foundation dedicated to supporting medical research to heal and cure Epidermolysis Bullosa. Mr Silver currently serves on the Children's Board at Columbia University Medical Center and the President's Advisory Council on Biology and Medicine at Brown University.

Mr Silver previously served as a Director at Blackhawk Network, Inc. and Achievers, Inc. He also previously served on the NIAMS Advisory Council of the National Institutes of Health. Mr Silver holds an MBA from Harvard Business School (2005), where he received a Little Family Foundation Fellowship, and a BA in political science from Brown University (1999), where he graduated magna cum laude and was elected to Phi Beta Kappa.

Mr Silver was appointed as a Non-Executive Director of the Company on 8 February 2024.

### Directors' Recommendation

The Directors (with Mr Alex Silver abstaining) recommend that Shareholders vote in favour of this Resolution on the basis that Mr Silver's skills and experience will support the Company in achieving its strategic objectives.

### Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

### **Item 3B – Re-election of Non-Executive Director, Larisa Moran**

Ms Larisa Moran will retire at the 2024 Annual General Meeting and, being eligible under Clause 63.2 of the Constitution, offer herself for re-election as Director.

### About Ms Larisa Moran

Ms Larisa Moran has extensive experience in the corporate and finance sectors with strong financial and operational skills and expertise. Ms Moran is currently the Global Chief Operating Officer of Woods Bagot, an international Architectural and Interior Design firm. As the COO, she has responsibility for the operations of the business globally, including the development and implementation of strategy, responsibility for Information Technology, Design Technology, Human Resources, Legal, Risk, Practice Management, Knowledge and Research, Communications, Business Planning and Development.

Ms Moran commenced her career as a Chartered Accountant in 1994 with Grant Thornton and became a partner in 2003. In 2007, she joined KPMG as a partner and continued her focus on providing specialist accounting, taxation and advisory services. Her previous roles include being a member of the Board of the University of Melbourne Faculty of Business and Economics, as well as Chair of its Alumni Council, a member of the Advisory Panel of Sundaram Business Services, a subsidiary of Sundaram Finance, a member of the Professional Advisors Committee for the Australian Communities Foundation and the Business Development Committee for Zoos Victoria.

Ms Moran has a Bachelor of Commerce degree from the University of Melbourne and is a member of the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors.

Ms Moran was appointed as a Non-Executive Director of the Company on 10 September 2018.

### Directors' Recommendation

The Directors (with Ms Larisa Moran abstaining) recommend that Shareholders vote in favour of this Resolution on the basis that Ms Moran's skills and experience will support the Company in achieving its strategic objectives.

### Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

### **Item 3C – Re-election of Non-Executive Director, Ms Alison Terry**

Ms Alison Terry will retire at the 2024 Annual General Meeting and offers herself for re-election as Director under Clause 62.2 of the Constitution.

### About Ms Alison Terry

Alison Terry has significant experience as a non-executive director and senior executive and currently serves on the Boards of Bannerman Energy Limited (ASX:BMN), Matrix Composites & Engineering Limited (ASX:MCE) as well as not-for-profit organisations UN Women Australia and Black Swan State Theatre of Western Australia. She brings expertise in sustainability, corporate

affairs, legal, company secretarial and general management having worked in the mining and resources, automotive, telecommunications and superannuation sectors.

Her prior executive positions include Director of Sustainability and Corporate Affairs and Joint Company Secretary at Fortescue Metals Group as well as senior roles at General Motors Holden and electric vehicle infrastructure start-up, Better Place Australia. Her previous non-executive roles include RAC Insurance, AustralianSuper and NBN Tasmania Limited.

Ms Terry holds a Bachelor of Laws (Honours), Bachelor of Economics and Graduate Diploma Business (Accounting), and she is a member of Chief Executive Women and a graduate of the Australian Institute of Company Directors.

Ms Terry was appointed as a Non-Executive Director of the Company on 27 September 2024.

#### Directors' Recommendation

The Directors (with Ms Terry abstaining) recommend that Shareholders vote in favour of this Resolution on the basis that Ms Terry's skills and experience will support the Company in achieving its strategic objectives.

#### Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

#### **Item 4 – Issue of Performance Rights to Executive Directors**

Under ASX Listing Rule 10.14, the Company is required to obtain Shareholder approval for the issue of Securities (including Performance Rights) under an employee incentive scheme to any persons listed under that rule. As the participants named in Items 4A and 4B are Directors (ASX Listing Rule 10.14.1), the Company is requesting Shareholder approval for the proposed issue of Performance Rights under the Company's Employee and Executive Incentive Plan (**EEIP**).

Each of the Executive Directors' total remuneration package includes an EEIP award, which is delivered through a grant of Performance Rights.

Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. Exception 8 in ASX Listing Rule 10.12 provides that ASX Listing Rule 10.11 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if Shareholder approval is obtained for Items 4A and 4B, approval is not required for the purposes of ASX Listing Rule 7.1 or ASX Listing Rule 10.11.

If the Resolutions in respect of Items 4A and/or 4B are passed, the Company will be able to proceed with the issue of the Performance Rights to the applicable Executive Directors.

If the Resolutions in respect of Items 4A and/or 4B are not passed, the Company will not be able to proceed with the issue of the Performance Rights to the applicable Executive Directors and the Company will need to consider alternate arrangements, which may include cash payments made in accordance with the Company's ordinary remuneration process or restructuring the terms of the Performance Rights.

For all purposes of approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, further details in respect of items 4A and 4B are provided below.

Details of any Securities issued under the EEIP will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

### Other participants under ASX Listing Rule 10.14

Since the EEIP was disclosed to Shareholders on 25 October 2017 following the Company's admission to the official list on 24 October 2017, the only Performance Rights issued to persons to whom ASX Listing Rule 10.14 applies (and the number of the Performance Rights received and the acquisition price for each), are:

Scott Didier                      377,721 Performance Rights issued at nil cost

Nicholas Carnell                207,014 Performance Rights issued at nil cost

The only persons referred to in ASX Listing Rule 10.14 entitled to participate in the Plan are the Directors of the Company.

Any additional persons referred to in ASX Listing Rule 10.14, who become entitled to participate in the EEIP after Items 4A and 4B are approved and who are not named in this Notice or Explanatory Memorandum, will not participate until approval is obtained under ASX Listing Rule 10.14.

### Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or Shareholder approval is obtained.

A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company. The Directors consider that, although the grant of the Performance Rights to the Executive Directors under the EEIP constitutes the giving of a financial benefit to a related party of the Company, the granting of the Performance Rights does not require the approval of the Shareholders in general meeting under Chapter 2E of the Corporations Act, as it falls within the exception set out in section 211 of the Corporations Act, being that the benefit is remuneration to the Executive Directors and is reasonable given both the Company's circumstances and the responsibilities involved in the office of the Executive Directors.

### Terms of the EEIP and the Performance Rights

Each Performance Right entitles each Executive Director to acquire one Share if the applicable performance hurdles are met. The Performance Rights will be granted on the same terms as Performance Rights granted to all Executive Directors participating in the EEIP.

Vesting of Performance Rights issued under the **Short-Term Incentive (STI) Plan** will vest subject to the following hurdle:

- (a) **Continued Employment Condition:** The Executive must be employed by the JLG Group on the vesting date. This condition may be waived at the sole discretion of the Nomination and Remuneration Committee (**Good Leaver**).

Performance Rights issued under the **Long-Term Incentive (LTI) Plan** will vest subject to the following hurdles:

- (a) **Financial performance conditions:** the key financial performance indicators include the following metrics (actual versus target):
  - (i) Return on equity (RoE) - three-year average (FY25 to FY27): 50% weighting; and

(ii) Earnings per share before amortisation growth (EPS(A) growth) - three-year average (FY25 to FY27): 50% weighting; and

(b) **Continued employment condition:** the Executive must be employed by the JLG Group on the vesting date.

Vesting of Performance Rights issued under the LTI Plan will be determined according to the following scales:

Performance level	JLG 3-year average EPS(A) <sup>1</sup> growth	JLG 3-year average RoE <sup>2</sup>	Level of Vesting
Stretch	10.0%	12.5%	100%
Between Threshold & Stretch	Above 5.0% & less than 10.0%	Above 9.0% & less than 12.5%	Pro-rata vesting straight-line between 50% & 100%
<b>Threshold</b>	<b>5.0%</b>	<b>9.0%</b>	<b>50.0%</b>
Below Threshold	<5.0%	<9.0%	Nil

Should the vesting conditions of any Performance Rights fail to be met, the relevant Performance Rights will expire and be immediately forfeited by the Executive.

The Performance Rights are described in detail below:

- Each Executive Director will receive their Performance Rights at no cost. No dividends will be payable on the Performance Rights prior to vesting. The Performance Rights do not carry any voting rights.
- The Board has the discretion to reduce or cancel Performance Rights or require the Executive Director to repay to the Company the market value of the Shares post-vesting, in certain circumstances. These circumstances include fraud, dishonesty, misconduct, financial misstatement, and other circumstances including those which adversely affect the financial position or reputation of the Company, such that the Performance Rights should not have vested.
- Each Executive Director will participate in bonus issues, rights issues, and capital reorganisations, in accordance with the EEIP rules.
- In the event of a change of control, and subject to the Board's absolute discretion, unvested Performance Rights will vest at the date of the change of control.
- No loans are provided by the Company in connection with the Performance Rights awarded under the EEIP.
- The only persons referred to in ASX Listing Rule 10.14 entitled to participate in the EEIP are the Executive Directors and the number of Performance Rights proposed to be issued to these participants is set out in this Notice.

<sup>1</sup> EPS(A): underlying EPS(A) calculated using statutory net profit after tax attributable to the owners of Johns Lyng Group excluding tax effected transaction related expenses and amortisation of acquired intangible assets divided by the average number of ordinary shares on issue during the relevant period.

<sup>2</sup> RoE: underlying return on equity calculated using statutory net profit after tax attributable to the owners of Johns Lyng Group excluding tax effected transaction related expenses and amortisation of acquired intangible assets divided by total equity attributable to the owners of Johns Lyng Group.

## Value

The Company values the Performance Rights at the applicable dollar value of the award. The maximum face value of the Performance Rights to be issued to each Executive Director is set out below.

## Why Performance Rights?

The Performance Rights are issued as part of variable remuneration and are aimed at creating sustainable Shareholder value by providing a link between the Company's performance and the Executive's remuneration.

## Timing of Grant

If Shareholder approval is given in respect of Items 4A and 4B, the Performance Rights will be issued to the applicable Executive Directors as soon as practicable after the Meeting, and in any event, within one month of the Meeting.

## Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Items 4A and 4B by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the EEIP award, or an associate of that person or those persons.

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

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

## Voting Prohibition

In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on these Resolutions if the person is either:

- a member of the KMP for the Company; or
- a Closely Related Party of a member of the KMP for the Company;

and the appointment does not specify the way the proxy is to vote on these Resolutions.

However, the above prohibition does not apply if:

- the proxy is the Chairman of the Meeting; and
- the appointment expressly authorises the Chairman to exercise the proxy even if these Resolutions are connected directly or indirectly with the remuneration of a member of the KMP for the Company.



## **Item 4A – Issue of Performance Rights to Mr Scott Didier AM**

Item 4A seeks Shareholder approval for the issue of Performance Rights to Mr Scott Didier AM, the Company's Group Chief Executive Officer and Managing Director, as one component of his total remuneration package.

### Number of Performance Rights proposed to be granted

The maximum face value of Mr Didier's grant under the STI Plan is \$325,500 which equates to 64.1% of his fixed remuneration. The maximum face value of Mr Didier's grant under the LTI Plan is \$1,000,000 which equates to 196.8% of his fixed remuneration. The number of Performance Rights to be granted is determined by dividing the maximum face value by the volume weighted average price (**VWAP**) of Shares for the 30-day period up to and including 26 August 2024 (being the business day prior to the day that the Company's FY24 Financial Statements were released to the ASX). Based on a VWAP of \$5.55, the number of Performance Rights to be granted under this Item 4A is 238,935, comprising:

- 58,675 Performance Rights issued under the STI Plan; and
- 180,260 Performance Rights issued under the LTI Plan.

### Performance Period

The performance period for Performance Rights issued under the STI Plan will be two years from 1 July 2024 to 30 June 2026. If the vesting hurdles are met, Performance Rights issued under the STI Plan will vest in three equal tranches as follows

- Tranche 1 (vesting within 30 days of approval under this Item 4A): 19,558 Performance Rights.
- Tranche 2 (vesting 1 July 2025): 19,558 Performance Rights.
- Tranche 3 (vesting 1 July 2026): 19,559 Performance Rights.

The performance period for Performance Rights issued under the LTI Plan will be three years from 1 July 2024 to 30 June 2027. If the vesting hurdles are met, Performance Rights issued under the LTI Plan will vest on 1 July 2027.

### Total Remuneration

Mr Scott Didier AM's total remuneration for the period ended 30 June 2024 was \$2,174,186, as set out in the Company's 2024 Annual Report.

### Securities previously issued under the EEIP

Mr Scott Didier AM has previously received 377,721 Performance Rights (at no cost) under the EEIP since the Company's admission to the official list of the ASX on 24 October 2017.

### Voting Exclusion Statement and Prohibition

A voting exclusion statement and prohibition applies to this Item 4A of business, as set out above under Item 4.

### Directors' Recommendation

Mr Scott Didier AM abstains from making a voting recommendation on Item 4A as it relates to a proposed grant of Performance Rights to him. The other Directors recommend that Shareholders vote in favour of Item 4A.

### Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Item 4A.



## **Item 4B – Issue of Performance Rights to Mr Nicholas Carnell**

Item 4B seeks Shareholder approval for the issue of Performance Rights to Mr Nicholas Carnell, the Company's Executive Director and Australian Chief Executive Officer, as one component of his total remuneration package.

### Number of Performance Rights proposed to be granted

The maximum face value of Mr Nicholas Carnell's grant under the STI Plan is \$278,031 which equates to 72.6% of his fixed remuneration. The maximum face value of Mr Carnell's grant under the LTI Plan is \$1,000,000 which equates to 261.1% of his fixed remuneration. The number of Performance Rights to be granted is determined by dividing the maximum face value by the volume weighted average price (**VWAP**) of Shares for the 30-day period up to and including 26 August 2024 (being the business day prior to the day that the Company's FY24 Financial Statements were released to the ASX). Based on a VWAP of \$5.55, the number of Performance Rights to be granted under this Item 4B is 230,378, comprising:

- 50,118 Performance Rights issued under the STI Plan; and
- 180,260 Performance Rights issued under the LTI Plan.

### Performance Period

The performance period for Performance Rights issued under the STI Plan will be two years from 1 July 2024 to 30 June 2026. If the vesting hurdles are met, Performance Rights issued under the STI Plan will vest in three equal tranches as follows:

- Tranche 1 (vesting within 30 days of approval under this Item 4B): 16,706 Performance Rights.
- Tranche 2 (vesting 1 July 2025): 16,706 Performance Rights.
- Tranche 3 (vesting 1 July 2026): 16,706 Performance Rights.

The performance period for Performance Rights issued under the LTI Plan will be three years from 1 July 2024 to 30 June 2027. If the vesting hurdles are met, Performance Rights issued under the LTI Plan will vest on 1 July 2027.

### Total Remuneration

Mr Nicholas Carnell's total remuneration for the period ended 30 June 2024 was \$1,826,122, as set out in the Company's 2024 Annual Report.

### Securities previously issued under the EEIP

Mr Nicholas Carnell has previously received 207,014 Performance Rights (at no cost) under the EEIP from 1 September 2020 when he was appointed as a Director.

### Voting Exclusion Statement and Prohibition

A voting exclusion statement and prohibition applies to this Item 4B of business, as set out above under Item 4.

### Directors' Recommendation

Mr Nicholas Carnell abstains from making a voting recommendation on Item 4B as it relates to a proposed grant of Performance Rights to him. The other Directors recommend that Shareholders vote in favour of Item 4B.

### Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Item 4B.

## Item 5 – Section 260B Shareholder Approval

It is a requirement under the Facility Agreement that any company acquired by the Company or any of its subsidiaries (in this case, the Acceding Parties identified in the Glossary) will accede to the Facility Agreement as a guarantor of the obligations of the Company and the JLG Group and provide all asset security in favour of ANZ. As each Acceding Party will become a guarantor of the Company's obligations to ANZ and provide security, the Acceding Parties are considered to be providing 'financial assistance' (for the purposes of the Corporations Act) in relation to an acquisition of shares in themselves or their holding company (as applicable). To that end, Shareholder approval under the Corporations Act is sought.

The 'financial assistance' that is being provided by the Acceding Parties is outlined below and no transfer of funds has been provided to the Company by the Acceding Parties in relation to the acquisition.

In the following paragraphs, the Company provides all material information that could reasonably be required by a Shareholder to approve the financial assistance for the purposes of section 260B of the Corporations Act.

### Background

As previously announced to the ASX (including on 2 August 2024) certain members of the JLG Group have entered into the Acquisition Agreements to acquire all or part of the Acceding Parties (collectively, **JLG Acquisitions**). The JLG Acquisitions and the relevant Acceding Parties are as follows:

#### **Acquisitions – Bright & Duggan Group**

- AM Strata Pty Ltd ACN 132 153 578
- Stewart Silver King & Burns Pty Ltd ACN 138 492 556
- SSKB Holdings Pty. Ltd. ACN 100 073 872
- SSKB Body Corporate Management Pty. Ltd. ACN 100 137 862
- SSKB Strata Consulting Pty Ltd ACN 076 320 413
- Star Building Management Services Pty Ltd ACN 054 260 383
- Stewart Silver King & Burns (Brisbane) Pty. Ltd. ACN 078 545 329
- Stewart Silver King & Burns (Gold Coast) Pty Ltd ACN 069 399 864
- Stewart Silver King & Burns (NSW) Pty Ltd ACN 098 060 952
- Stewart Silver King & Burns (Sunshine Coast) Pty Ltd ACN 010 953 054
- Stewart Silver King & Burns (Victoria) Pty Ltd ACN 114 836 172
- SSKB Tax Compliance Pty Ltd ACN 118 610 736
- SSKB Executive Services Pty Ltd ACN 100 074 628

#### **Acquisitions – Insurance Building & Restoration Services and Commercial Building Services**

- Metromac Pty Ltd ACN 143 599 937
- Keystone Invest Pty Ltd ACN 639 059 028
- Rizon Pty Ltd ACN 153 718 122
- Corvex Holdings Pty Ltd ACN 667 289 269
- Corvex Pty Ltd ACN 639 693 860

- Corvex Hazmat Pty Ltd ACN 667 925 733
- Corvex NSW Pty Ltd ACN 667 896 540
- Corvex Industries Pty Ltd ACN 648 237 183
- Remeed Solutions Pty Ltd ACN 641 103 942

#### Restrictions on companies providing financial assistance

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- giving the assistance does not materially prejudice:
  - the interests of the company or its shareholders; or
  - the company's ability to pay its creditors; or
- the assistance is approved by shareholders under section 260B of the Corporations Act; or
- the assistance is exempted under section 260C of the Corporations Act.

A company may be regarded as giving financial assistance if it gives something needed in order that a transaction be carried out, or something in the nature of aid or help. The term 'financial assistance' has no technical meaning and requires an examination of the commercial realities of the relevant transaction. Common examples of financial assistance include issuing a debenture, giving security over a company's assets and giving a guarantee or indemnity in respect of another person's liabilities.

#### The proposed financial assistance

The Company is party to the Facility Agreement with the Lender. Under the Facility Agreement, the Company must ensure that certain of its subsidiary companies, which are borrowers of funds from the Lender, are supported by certain of its other subsidiaries which provide guarantees to the Lender in respect of the borrowers and security over all of their assets. Typically, each time that the Company acquires a new subsidiary company, that subsidiary company is required to become a guarantor of the borrowers and provide security over all of its assets in favour of the Lender.

In the case of the JLG Acquisitions, the Lender made available certain debt funding which the Company utilised to assist it in paying the consideration under the relevant Acquisition Agreements. It is a requirement under the Facility Agreement that, following the requisite approvals under section 260B of the Corporations Act, the Acceding Parties accede to the Facility Agreement as a guarantor and provide to the Lender a guarantee and security over all of its assets. Under the Facility Agreement, the Company is required to ensure that all resolutions under section 260B of the Corporations Act required for the provision of the guarantee and security by the Acceding Parties are put to the Shareholders at the earliest AGM.

It is proposed that, following the approvals under section 260B of the Corporations Act, the Acceding Parties enter into the following documents in connection with the Facility Agreement (**Accession Documents**):

- an accession letter under which, among other things, each Acceding Party agrees to become a guarantor under the Facility Agreement and be bound by and comply with all of the terms and provisions of the Facility Agreement applicable to each of them as guarantors; and
- a general security agreement under which, among other things, each Acceding Party grants a security interest over all of their assets in favour of the Lender.

The entry into the Accession Documents would constitute financial assistance within the meaning of section 260A of the Corporations Act in so far as it assists the Acquiring Parties (as defined in the Glossary) to acquire the shares in the Acceding Parties.

In addition, a borrower under the Facility Agreement may arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be determined in the future from time to time. In order to secure and regulate the obligations of that borrower, in relation to such financing facilities, the Acceding Parties and any subsidiary of an Acceding Party may, from time to time:

- a) execute, or accede to, a new facilities agreement as an obligor on terms acceptable to the Acceding Parties at the relevant time;
- b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, general security agreement (however described), specific security agreement (however described) or otherwise) to secure each obligor's obligations under any new facilities agreement or any related document; and
- c) execute, or accede to, any document in connection with or ancillary to, any new facilities agreement, or guarantee, indemnity or security interest given in connection with any new facilities agreement, and any related document.

The refinancing may also amount to financial assistance under section 260A of the Corporations Act.

If the Resolution is not passed, and the guarantee and security from the Acceding Parties is not provided, the Lender is entitled to terminate the facilities under the Facility Agreement and demand immediate repayment of the facilities.

#### Effect of the financial assistance

The giving of the guarantee and indemnity and security in connection with the Facility Agreement may impact the Acceding Parties' ability to borrow money in the future and it is possible that this could materially prejudice the interests of the Company and its Shareholders.

However, the Company, as the new ultimate parent entity of the Acceding Parties, and the Acquiring Parties have agreed to the provision of the proposed financial assistance noted above because each believes that to be in the best interests of the Acceding Parties, and the JLG Group as a whole, as the Acceding Parties are now part of the JLG Group. The assessment of material prejudice, including the Acceding Parties' ability to pay its creditors, embraces the whole transaction and so brings into account its immediate consequences in terms of determining whether there is material prejudice. The assessment of material prejudice has quantitative and qualitative elements.

The quantitative element involves an assessment of the impact of the Accession Documents on the Acceding Parties' balance sheet, future profits and future cash flows. The prejudice to the Acceding Parties' ability to pay its creditors relates to the guarantees and indemnities and security interests to be provided by the Acceding Parties in connection with the Facility Agreement. If the Company or any applicable subsidiary or related entity of it defaults under the Facility Agreement, the Lender may decide to make a demand under the Facility Agreement and related finance documents (including by a call on a guarantee and indemnity or enforcement of security given by the Acceding Parties (or both)). Accordingly, the Acceding Parties will be liable for the default of the Company or any applicable subsidiary or related entity of it under the Facility Agreement.

The qualitative aspect requires an assessment of all the interlocking elements of the commercial transaction as a whole to determine where the net balance of financial advantage lies. The Directors consider that the acquisition of the shares by the Company or its subsidiaries is to the benefit of the Acceding Parties and promotes the interests of the Acceding Parties. This is on the basis that the Acceding Parties will each respectively inherit committed shareholders (the **Acquiring Parties**) who will be focused on the performance of the Acceding Parties and their businesses.

The Directors do not currently believe that the Company or any relevant subsidiaries' drawdown under the Facility Agreement would have any impact on the Acceding Parties' ability to pay creditors, nor are they concerned about any potential default under the Facility Agreement or the Accession Documents.

However, if the Lender becomes entitled to enforce any of its rights under the Facility Agreement because the Company or any applicable subsidiary or related entity of it defaults, the enforcement may materially prejudice the interests of the Acceding Parties and its shareholders. On enforcement, among other rights, the Lender may become entitled to procure the sale of the assets of the Acceding Parties. The sale of assets on enforcement may result in a return to the Acceding Parties (and ultimately the Acquiring Parties as their shareholder) significantly lower than could have been achieved by the Acceding Parties had those assets been otherwise sold. This may materially prejudice the interests of the Acceding Parties and its shareholders.

Accordingly, the Directors have decided to refer the proposal to Shareholders for approval under section 260B of the Corporations Act in light of the guarantee, indemnity and security that is to be provided by the Acceding Parties under the Accession Documents and the Facility Agreement.

#### Shareholder approval of financial assistance

Under section 260B(1) of the Corporations Act, Shareholder approval for financial assistance by a company must be given by:

- a) a special resolution passed at a general meeting of the company; or
- b) a resolution agreed to, at a general meeting, by all ordinary Shareholders of the company.

In addition, if the company will be a subsidiary of a listed domestic corporation (such corporation being the **Listed Holding Company**) immediately after the transaction, then the financial assistance must also be approved by a special resolution passed at a general meeting of the Listed Holding Company under section 260B(2) of the Corporations Act.

In this case, following completion of the Acquisition Agreements, the Company is the Listed Holding Company of the Acceding Parties and accordingly, Shareholder approval is being sought for the proposed financial assistance.

The Board has approved the statements in this Notice and recommends that the Shareholders approve the giving of the financial assistance and pass the Resolution under section 260B(2) of the Corporations Act.

The Directors consider that this Notice contains all material information known to the Company that could reasonably be required by a Shareholder in deciding how to vote on this Resolution, other than information that would be unreasonable to require the Company to disclose because the Company has previously disclosed that information to Shareholders.

As required by section 260B(5) of the Corporations Act, a copy of this Notice and the Explanatory Memorandum were lodged with ASIC before they were sent to Shareholders.

#### Voting Prohibition

No votes may be cast in favour of the resolution in Item 5 by any person acquiring the shares in the newly acquired subsidiaries or by any of their associates.

#### Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Item 5.

#### Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Item 5.

## Item 6 – Spill Resolution – Conditional Resolution

At the 2023 Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were cast against adopting the report and the Company received a “first strike”.

Item 6 is a conditional resolution and will not be required to be put to the meeting if 75% or more of the votes cast on Item 2 are cast in favour of the adoption of the Remuneration Report of the Company for the year ended 30 June 2024 (i.e. if the Company avoids a “second strike”).

However, if more than 25% of the votes cast on Item 2 are cast against the adoption of the Remuneration Report, then the Company will be required to put Item 6 (the Spill Resolution) to a vote at the 2024 Annual General Meeting.

If more than 50% of the votes cast are in favour of the Spill Resolution, the Company is required to convene a Spill Meeting to be held within 90 days at which all the directors (except the Managing Director) who held office at the date of this AGM will stand for re-election. Following the Spill Meeting those persons whose election or re-election as directors is approved will be the directors of the Company.

### Voting Prohibition

As required by the Corporations Act, the Company will disregard any votes cast on Item 6 by any member of the Company’s Key Management Personnel or a Closely Related Party of any such member, unless the person:

- votes as a proxy appointed by writing that specifies how the person is to vote on the Resolution; or
- is the Chair of the Meeting and votes as a proxy appointed by writing that expressly authorises the Chair to vote on the Resolution even though that Resolution is connected with the remuneration of a member of the Company’s KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed Resolution in Item 6. If you intend to appoint the Chair of the Meeting as your proxy, you can direct them how to vote by marking the boxes for Item 6 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 6, in which case, as stated on the Proxy Form, you will be taken to be expressly authorising the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote **AGAINST** this Item 6).

### Directors’ Recommendation

The Directors recommend that Shareholders vote in **AGAINST** the Conditional Spill Resolution.

### Chair’s Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies **AGAINST** this Resolution.



## GLOSSARY

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**\$** means Australian Dollars.

**Acceding Parties** means each of:

- AM Strata Pty Ltd ACN 132 153 578
- Stewart Silver King & Burns Pty Ltd ACN 138 492 556
- SSKB Holdings Pty. Ltd. ACN 100 073 872
- SSKB Body Corporate Management Pty. Ltd. ACN 100 137 862
- SSKB Strata Consulting Pty Ltd ACN 076 320 413
- Star Building Management Services Pty Ltd ACN 054 260 383
- Stewart Silver King & Burns (Brisbane) Pty. Ltd. ACN 078 545 329
- Stewart Silver King & Burns (Gold Coast) Pty Ltd ACN 069 399 864
- Stewart Silver King & Burns (NSW) Pty Ltd ACN 098 060 952
- Stewart Silver King & Burns (Sunshine Coast) Pty Ltd ACN 010 953 054
- Stewart Silver King & Burns (Victoria) Pty Ltd ACN 114 836 172
- SSKB Tax Compliance Pty Ltd ACN 118 610 736
- SSKB Executive Services Pty Ltd ACN 100 074 628
- Metromac Pty Ltd ACN 143 599 937
- Keystone Invest Pty Ltd ACN 639 059 028
- Rizon Pty Ltd ACN 153 718 122
- Corvex Holdings Pty Ltd ACN 667 289 269
- Corvex Pty Ltd ACN 639 693 860
- Corvex Hazmat Pty Ltd ACN 667 925 733
- Corvex NSW Pty Ltd ACN 667 896 540
- Corvex Industries Pty Ltd ACN 648 237 183
- Remeed Solutions Pty Ltd ACN 641 103 942

**Accession Documents** has the meaning given to that term on page 17 of this Notice.

**Acquiring Parties** has the meaning given to that term on page 19 of this Notice.

**Acquisition Agreements** has the meaning given to that term on page 3 of this Notice.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, Australia.

**Annual Financial Report** means the 2024 Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with the ASX on 27 August 2024.

**Annual General Meeting** or **AGM** or **Meeting** means the meeting convened by the Notice.

**ANZ** means Australia and New Zealand Banking Group Limited ABN 11 005 357 522.

**ASX** means ASX Limited (ACN 008 624 691).



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

**Auditor's Report** means the auditor's report of KPMG as included in the Annual Financial Report.

**Board** means the current board of directors of the Company.

**Closely Related Party** has the meaning as defined in section 9 of the Corporations Act.

**Company** means Johns Lyng Group Limited (ACN 620 466 248).

**Constitution** means the Company's constitution.

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

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** means Australian dollars.

**Employee and Executive Incentive Plan** or **EEIP** means the Company's Employee and Executive Incentive Plan.

**Employee Incentive Scheme** means an employee incentive scheme as defined in the ASX Listing Rules.

**Equity Securities** includes a Share, a right to a Share or Option (including a Performance Right), an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Memorandum** means the Explanatory Memorandum accompanying this Notice.

**Facility Agreement** means the facility agreement between (among others) the Company and ANZ dated 21 December 2017 (as amended from time to time).

**Items** means the resolutions set out in this Notice, or any one of them, as the context requires.

**JLG Acquisitions** has the meaning given to that term on page 16 of this Notice.

**JLG Group** means Johns Lyng Group Limited and each of its subsidiaries.

**Key Management Personnel** or **KMP** has the meaning as defined in section 9 of the Corporations Act.

**Lender** means ANZ.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the Explanatory Memorandum accompanying it and the Proxy Form.

**Option** means an option issued under an Employee Incentive Scheme, to subscribe for Shares.

**Ordinary Resolution** means a resolution that only needs to be passed by at least 50% of the total votes cast by Shareholders entitled to vote on that resolution.

**Performance Right** means a performance right issued under the EEIP.

**Proxy Form** means the proxy form accompanying this Notice.

**Remuneration Report** means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice, or any one of them, as the context requires.

**Securities** means Shares, Options or Performance Rights (as the context requires).

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

**Shareholder** means a registered holder of a Share.

**Share Registry** means Link Market Services Limited.

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


## LODGE YOUR VOTE

	<b>ONLINE</b> <a href="https://investorcentre.linkgroup.com">https://investorcentre.linkgroup.com</a>
	<b>BY MAIL</b> Johns Lyng Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	<b>BY FAX</b> +61 2 9287 0309
	<b>BY HAND</b> Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
	<b>ALL ENQUIRIES TO</b> Telephone: 1300 554 474      Overseas: +61 1300 554 474

## 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 above by **10:00am (AEDT) on Monday, 11 November 2024**, 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:

	<b>ONLINE</b> <a href="https://investorcentre.linkgroup.com">https://investorcentre.linkgroup.com</a> 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 reverse of this Proxy Form).
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## 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](http://www.linkmarketservices.com.au).

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**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.**

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## PROXY FORM

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

STEP 1

### 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 **10:00am (AEDT) on Wednesday, 13 November 2024** at the **Bayside Room, RACV City Club at 501 Bourke Street, Melbourne Victoria 3000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2, 4A and 4B:** 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 2, 4A and 4B, 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 except Item 6 which will be voted AGAINST.

STEP 2

### 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

	Board recommendation	For	Against	Abstain*
2 Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3A Re-election of Non-Executive Director, Alex Silver	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3B Re-election of Non-Executive Director, Larisa Moran	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3C Re-election of Non-Executive Director, Alison Terry	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4A Issue of Performance Rights to Mr Scott Didier AM	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4B Issue of Performance Rights to Mr Nicholas Carnell	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Section 260B Shareholder Approval	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Spill Resolution – Conditional Resolution	AGAINST	<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 poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

