

ASX RELEASE

## Notice of 2025 Annual General Meeting

12 September 2025

With respect to the Annual General Meeting of Aussie Broadband Limited (ASX:ABB) being held at 10:00am AEDT on Tuesday, 14 October 2025, attached is a copy of the following documents:

1. Notice of Annual General Meeting;
2. Notice of Access letter to shareholders with respect to the 2025 Annual General Meeting;
3. Sample Proxy Form; and
4. Virtual Meeting Online Guide.

**ENDS**

**Authorised for release by the Aussie Broadband Board.**

**Investor enquiries** contact Heidi Lord on 0404 216 403

or [investors@team.aussiebroadband.com.au](mailto:investors@team.aussiebroadband.com.au)

**Media enquiries** contact Alex Walker on 0448 110 962

or [media@team.aussiebroadband.com.au](mailto:media@team.aussiebroadband.com.au)

### **About Aussie Broadband Limited:**

Aussie Broadband Group is a fast-growing telecommunications services provider – comprising of the Aussie Broadband and Symbio businesses.

Listed on the Australian Stock Exchange (ASX: ABB), the Group collectively supplies more than 1 million services, operates two Tier 1 voice providers in Australia and owns fibre infrastructure.

The fifth largest provider of broadband services in Australia with continuing growth in the residential segment, the Group provides a broad suite of solutions through its data, voice, and managed solutions to business, enterprise and government customers. Aussie Broadband Group also provides wholesale services to other telecommunications companies and managed service providers.

For further information please visit: <https://www.aussiebroadband.com.au>



2020 Communications Ambassador - Phillip Britt & Commitment to Customer Service 2019, 2020, 2024  
Winner of ACOMM award for Diversity and Inclusion 2021  
Innovation - Lrg Company 2022

## **Aussie Broadband Limited**

### **Notice of 2025 Annual General Meeting**

Tuesday, 14 October 2025

**The Annual General Meeting of Aussie Broadband Limited (ABN 29 132 090 192) will commence at 10:00am (Melbourne time) on Tuesday 14 October 2025 at:**

**KPMG offices, Tower Two, Collins Square**

**727 Collins Street**

**Melbourne, Victoria, 3008,**

**and virtually at**

**<https://meetnow.global/MPRQA7A>**

## Chair's message

Dear shareholder

I am pleased to invite you to attend the 2025 Annual General Meeting (**AGM**) of Aussie Broadband Limited (the **Company**) commencing at **10:00am** (Melbourne time) on **Tuesday 14 October 2025**. Registration will open from **9:30am** (Melbourne time).

Shareholders are invited to attend our AGM in person at **KPMG's offices at Tower Two, Collins Square, 727 Collins Street, Melbourne, Victoria, 3008** or virtually at <https://meetnow.global/MPRQA7A>. If attending our AGM virtually, shareholders will be able to view a live webcast, ask questions and cast votes at the appropriate times whilst the AGM is in progress via the online platform. Shareholders will also be able to listen and ask questions (but not vote) at the AGM through a dedicated telephone line. We welcome your questions both before and during our AGM.

This Notice of Meeting (**Notice**) provides all the important information you need to know about our AGM. The items of business are outlined on page 3 and should be read together with the explanatory memorandum, which forms part of this Notice.

On behalf of the Board, I would like to thank our shareholders for their continued support. We look forward to welcoming you to our AGM.

Yours sincerely,

Adrian Fitzpatrick

Chair

12 September 2025

# Items of Business

## 1. Financial Statements and Reports

To discuss the Company's financial statements and reports for the year ended 30 June 2025.

## 2. Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
'That the Remuneration Report for the year ended 30 June 2025 be adopted.'

Under the Corporations Act, the vote on this resolution is advisory only and will not bind the Company or the Directors.

## 3. Re-election and election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- (a) 'That Michael Omeros, being eligible, be re-elected as a Director.'
- (b) 'That Phillip Britt, being eligible, be elected as a Director.'
- (c) 'That Graeme Barclay, being eligible, be elected as a Director.'
- (d) 'That Sarah Adam-Gedge, being eligible, be elected as a Director.'

## 4. Approval of securities under the Long-Term Incentive Plan (LTI Plan)

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- (a) 'That approval be given, for all purposes, for the grant of 13,794 Zero Exercise Price Options (**ZEPOs**) to Phillip Britt under the FY25 LTI Plan.'
- (b) 'That approval be given, for all purposes, for the grant of 51,892 ZEPOs to Michael Omeros under the FY25 LTI Plan.'
- (c) 'That approval be given, for all purposes, for the grant of 67,700 ZEPOs to Michael Omeros under the FY26 LTI Plan.'

## 5. Increase in Non-Executive Director fee pool

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

'That the maximum aggregate annual remuneration that may be paid by the Company to all of the Non-Executive Directors be increased by \$350,000 from \$850,000 per annum to \$1,200,000 per annum.'

## 6. Ratification of prior issue of shares

'That the issue of 5,876,944 fully paid ordinary shares pursuant to the agreement with More Telecom Pty Ltd is approved for the purposes of ASX Listing Rule 7.4 and for all other purposes.'

## Voting and asking questions

### Am I eligible to vote at the AGM?

You are eligible to vote at the AGM if you are a shareholder as at 7.00pm (Melbourne time) on Sunday, 12 October 2025.

### How can I vote?

#### Before the AGM

If you are entitled to vote at the AGM, you can exercise your vote in the following ways:

OPTION	DETAILS	INSTRUCTIONS
<b>Lodge your vote before the AGM</b>	You may lodge your vote directly before the AGM.	You may vote directly or appoint a proxy in accordance with the following options below:
<b>Appoint a proxy before the AGM</b>	<p>You can appoint a proxy to attend the AGM and vote on your behalf.</p> <p>Your proxy may be an individual or a body corporate and does not need to be a shareholder.</p> <p>You cannot appoint more than 2 proxies. If you do appoint 2 proxies, you must specify the proportion or number of votes that each of your 2 proxies can exercise. If you don't specify the proportion or number, then each proxy may exercise half of your votes. If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified. Your proxy can only vote on the items of business that you are entitled to vote on.</p> <p>If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the AGM – or does not vote on that item – then the Chair will vote as you have directed.</p>	<p><i>Online:</i></p> <p>Lodge your vote online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> using your secure access information. To log in you will need your Shareholder Reference Number (<b>SRN</b>), Holder Identification Number (<b>HIN</b>) and your postcode. To log into InvestorVote, shareholders will need to enter the control number which will be printed on the back page of the Proxy Form which accompanies the Notice.</p> <p><i>By fax:</i></p> <p>1800 783 447 within AUS / +61 3 9473 2555 outside Australia</p> <p><i>By mail:</i></p> <p>Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia</p> <p><b>Direct votes and proxy appointments must be received by: 10:00am (Melbourne time) on Sunday, 12 October 2025</b></p>

## During the AGM

OPTION	DETAILS
<b>In person</b>	You can vote in person at the AGM by attending the physical venue.  Registration will open from 9:30am (Melbourne time) on <b>Tuesday, 14 October 2025</b> at <b>KPMG's offices at Tower Two, Collins Square, 727 Collins Street Melbourne, Victoria, 3008.</b>
<b>Online</b>	You can vote online during the AGM by following the instructions in the Virtual Meeting Guide, available at <a href="http://www.computershare.com.au/virtualmeetingguide">www.computershare.com.au/virtualmeetingguide</a>

## How can I ask questions?

You can ask questions using one of the options below. Questions should be relevant to the AGM.

OPTION	DETAILS
<b>Before the AGM</b>	You can submit your questions before the AGM by emailing the Company Secretary at <a href="mailto:investors@team.aussiebroadband.com.au">investors@team.aussiebroadband.com.au</a> .  Questions to the auditor in relation to the content of the auditor's report or the conduct of the audit must be received by 5.00pm (Melbourne time) on Tuesday, 7 October 2025.
<b>In person at the AGM</b>	If you are attending the AGM in person, you will have a reasonable opportunity to ask questions from the floor and the Chair will outline the process for taking questions during the AGM.
<b>Online during the AGM</b>	If you are viewing the AGM via the live webcast at <a href="https://meetnow.global/MPRQA7A">https://meetnow.global/MPRQA7A</a> you may submit written questions online during the AGM. Please refer to the instructions in the Virtual Meeting Guide for how to do this.
<b>By telephone during the AGM</b>	Shareholders who are unable or do not wish to access the AGM online or attend physically will be able to participate by teleconference by dialling 1800 497 144 (Australia) or +61291891125 (overseas)

Customer-related questions received ahead of the AGM will be responded to as soon as possible from the date of receipt. If a customer related question is received during the AGM, either submitted in writing online or in person at the venue, the question will be addressed outside of the AGM.

## Corporate representatives

A body corporate who is a shareholder or proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative to our share registry prior to the AGM or have previously provided the Company with evidence of your appointment.

**Powers of attorney**

If you appoint an attorney to attend and vote at the AGM on your behalf, the power of attorney (or a certified copy) must be received by our share registry by 10:00am (Melbourne time) on Sunday 12 October 2025, unless the power of attorney has previously been lodged with our share registry.

**Key Management Personnel (KMP)**

Under the Corporations Act, voting restrictions apply to the Company's KMP and their closely related parties for items 2, 4(a), 4(b), 4(c) and 5. The term "closely related party" in relation to a member of KMP includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP. Further voting exclusions also apply to Phillip Britt, Michael Omeros, and any of their associates, for items 4(a) 4(b) and 4(c). Please refer to the explanatory memorandum for more detail. If you intend to appoint a member of KMP (other than the Chair) or one of their closely related parties as your proxy, please ensure that you direct them how to vote on items 2, 4(a), 4(b), 4(c) and 5, otherwise they may not be able to cast a vote as your proxy on those items.

**Chair as proxy**

You may appoint the Chair as your proxy. If you direct the Chair how to vote on an item of business, your vote will be cast in accordance with your direction. If you do not direct the Chair how to vote on an item of business, or the Chair becomes your proxy by default, then by submitting a proxy appointment you will be expressly authorising the Chair to exercise your votes as an undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the Company's KMP.

**Chair's voting intentions and voting exclusions**

Voting exclusions apply to items 2, 4(a), 4(b), 4(c) and 5 as set out in this Notice.

The Chair intends to vote all available proxies in favour of all resolutions. If you appoint the Chair as your proxy, or the Chair is taken to be appointed as your proxy, and you have not specified the way to vote on an item of business, the Chair intends to exercise your votes in favour of the relevant resolution.

By order of the Board of Directors

**Cheryl Cai**

General Counsel and Company Secretary

12 September 2025

# Explanatory Memorandum

## Item 1: Financial Statements and Reports

Shareholders will be given a reasonable opportunity to comment on and ask questions about the financial report, directors' report and auditor's report for the year ended 30 June 2025, and the management of the Company. The reports are contained in the Company's 2025 Annual Report which is available on our investor website

<https://www.aussiebroadband.com.au/investor-centre/>. For shareholders who have elected to receive a printed copy of the Annual Report, a copy of the Annual Report accompanies this Notice.

There will also be a reasonable opportunity to ask questions of the Company's auditor relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

## Item 2: Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2025 is set out on pages 47 to 64 of the Company's 2025 Annual Report.

The Remuneration Report summarises the Company's approach to remuneration and the remuneration arrangements for Directors and KMP, including the terms of the incentive arrangements in place for KMP.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into account when considering future remuneration policies.

Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Remuneration Report at the AGM.

### ***Voting exclusion statement***

The Company will disregard any votes cast on item 2:

- by or on behalf of a member of the KMP whose remuneration is disclosed in the Company's 2025 Remuneration Report (and their closely related parties) in any capacity; and
- as proxy by a person who is a member of the Company's KMP (or their closely related parties) at the date of the AGM,

unless the vote is cast as proxy for a person entitled to vote on item 2:

- in accordance with a direction as to how to vote provided by that person; or
- by the Chair of the AGM as the Chair has received express authority to vote undirected proxies as the Chair sees fit even though item 2 is connected with the remuneration of the KMP.



### **Board recommendation**

The Board recommends that shareholders vote in favour of item 2.

### **Item 3: Re-election and election of Directors**

Our Corporate Governance Statement at <https://www.aussiebroadband.com.au/investor-centre/> provides information on our Director appointment, election and re-election process.

#### **(a) Re-election of Michael Omeros as a Director**

Michael was appointed as an Executive Director in March 2022, following the acquisition of Over the Wire, where he was the co-founder and Managing Director.

Following the completion of a Bachelor of Engineering – Electronics (First Class Honours) and Bachelor of IT (with Distinction) in 1994, Michael worked in a senior management role at GBST and for Zurich Insurance in the UK before returning to Brisbane.

Between 2007 and 2011, Michael joined with business partners Brent Paddon and Jay Binks to create a range of high-growth businesses in the telecommunications, cloud, and IT industries with a particular focus on providing corporate clients with access to an integrated suite of products and services. In 2015, Michael led the consolidation and ASX listing of a number of businesses under the Over the Wire umbrella.

With over 25 years of experience as an entrepreneur, senior executive, and director in the IT, telecommunications and data industries, Michael brings a wealth of knowledge to the Aussie Broadband Board.

### **Board recommendation**

The Board (other than Michael Omeros) recommends the re-election of Michael Omeros.

#### **(b) Election of Phillip Britt as a Director**

Phil was appointed as a Non-Executive Director on 1 March 2025, following his retirement as Group Managing Director. He is a co-founder of Aussie Broadband and brings over 25 years of experience in the telecommunications industry. Phil co-founded Wideband Networks in 2003 and was appointed Managing Director following its merger with Westvic Broadband in 2008 to form Aussie Broadband. He has served on the Board since the merger.

Phil is a graduate of the JMW Leader of the Future program and has held voluntary leadership roles at both state and national levels. He was named ACOMMS Communications Ambassador in 2020 and is an inductee into the Edison Awards Hall of Fame for the telecommunications industry.

### **Board recommendation**

The Board (other than Phillip Britt) recommends the election of Phillip Britt.

### **(c) Election of Graeme Barclay as a Director**

Graeme was appointed as a Non-Executive Director on 7 April 2025.

Graeme is a former telecommunications infrastructure CEO and qualified Chartered Accountant with 40+ years of experience in professional services, investment banking, broadcast and telecommunications infrastructure businesses.

Graeme has worked extensively as CEO or Chair for institutional, infrastructure and other investors in the telecommunications sector including Macquarie Bank (Executive Director for 8 years), Macquarie Asset Management, Canada Pension Plan IB, Ontario Teachers PP and Partners Group.

His previous roles include CEO of BAI Communications, Chair of Transit Wireless LLC (the exclusive operator of cellular and Wi-Fi network infrastructure in the New York Underground), Chair of Nextgen Networks and Metronode Data Centres in Australia, CEO and Non-Executive Director of Axiom Group Limited (independent mobile tower owner and operator), and Chair of Uniti Group Limited (ASX:UWL), owner and operator of fibre-to-the-premise infrastructure. In all of these roles, Graeme led strategy development and execution, organic and inorganic growth, and developed management teams that generated significant value for investors.

Graeme has been the Chair of Codan Limited (ASX: CDA) since February 2023 and a Director since 2015.

He holds an honours economics degree, is a fellow of the Financial Services Institute of Australasia (FINSIA) and a member of the Australian Institute of Company Directors (AICD).

Graeme is considered an independent Director by the Board.

#### ***Board recommendation***

The Board (other than Graeme Barclay) recommends the election of Graeme Barclay.

### **(d) Election of Sarah Adam-Gedge as a Director**

Sarah was appointed as a Non-Executive Director on 1 July 2025.

Sarah has a wealth of experience as a CEO and Managing Director across several technology and digital businesses in Australia and New Zealand, as well as extensive experience internationally and throughout the Asia Pacific region. With significant management experience from over a decade at IBM, where she was the geographic leader across emerging and growth markets, Sarah has also led businesses such as Avanade Australia, Publicis Sapient, and Wipro, which are large-scale businesses across information technology, consulting and digital sectors.

Sarah's current roles include non-executive directorships at Emeco Holdings Ltd (ASX:EHL), Codan Ltd (ASX:CDA), Bravura Solutions Ltd (ASX:BVS) and Cricket Australia, all served since 2023. Sarah recently retired as Deputy Chair and Non-Executive Director from the board of Austal Ltd (ASX:ASB), which she served on since 2017.

Sarah holds a Bachelor of Business (Accounting) from the Queensland University of Technology, is a Fellow of the Institute of Chartered Accountants Australia and New Zealand, and is a graduate of the Australian Institute of Company Directors (AICD).

Sarah is considered an independent Director by the Board.

**Board recommendation**

The Board (other than Sarah Adam-Gedge) recommends the election of Sarah Adam-Gedge.

**Item 4: Approval of securities under the LTI Plan**

The Company transitioned its long-term incentive program to introduce ZEPOs with performance hurdles in FY25. At the time of the Company's 2024 AGM, the terms of the ZEPOs were still being finalised.

Accordingly, shareholders are now being asked to approve a grant of:

- (a) 13,794 ZEPOs to Phillip Britt under the FY25 LTI Plan. Phil retired as Group Managing Director on 28 February 2025 and this grant of ZEPOs is proposed to be made in respect of his period of service as Group Managing Director in FY25;
- (b) 51,892 ZEPOs to Michael Omeros under the FY25 LTI Plan; and
- (c) 67,700 ZEPOs to Michael Omeros under the FY26 LTI Plan.

For the grant of the FY25 ZEPOs, the number of ZEPOs to be granted to Phil and Michael was determined by the volume weighted average price of the Company's ordinary shares traded on the ASX over the 10 trading days up to but not including 1 July 2024 (being \$3.52 per ZEPO) and rounding down to the nearest whole number.

The number of ZEPOs to be granted to Phil was then pro-rated to reflect the period served as Group Managing Director in FY25. The number of ZEPOs to be granted to Michael for FY25 includes an allocation of 12,785 ZEPOs in relation to Michael's service as the Chief Executive Officer of Symbio for a period of 17 weeks in FY24.

For the grant of FY26 ZEPOs, the number of ZEPOs to be granted to Michael has been determined by the volume weighted average price of the Company's ordinary shares traded on the ASX over the 10 trading days up to but not including 1 July 2025 (being \$3.966 per ZEPO) and rounding down to the nearest whole number.

## Terms of ZEPOs

The key terms of the ZEPOs are summarised below:

TERM	
Entitlements	Each ZEPO constitutes a right to receive one ordinary share in the Company, subject to achievement of the performance hurdles.
Exercise price	As the ZEPOs form part of the variable remuneration component of the participant's remuneration package, no amount is payable by the participant on the granting or exercise of ZEPOs.

### Performance measures

#### **ZEPOs issued under the FY25 Plan**

The ZEPOs issued under the Plan for the FY25 period are conditional on the participant remaining employed at the end of the performance period (30 June 2027) unless the Board determines otherwise.

The ZEPOs are subject to satisfaction of the following performance measure:

- EPS Growth, measured over the 3 year performance period from 1 July 2024 to 30 June 2027. This metric measures the growth of the Company's earnings per share from continuing operations (**EPS**).

The EPS Growth measure will be satisfied as shown below:

EPS GROWTH OVER THE PERFORMANCE PERIOD	PROPORTION OF ZEPOS THAT VEST
EPS growth < 7.5%	Nil
EPS growth >7.5% to 12.499%	Straight line pro rata vesting between 33% to 80%
EPS growth >12.5% to 19.999%	Straight line pro rata vesting between 80% to 100%
EPS growth ≥ 20%	100%

#### **ZEPOs issued under the FY26 Plan**

The FY26 ZEPOs issued under the Plan are conditional on the participant remaining employed at the end of the 3 year performance period (30 June 2028), unless the board determines otherwise.

The ZEPOs are subject to satisfaction of two performance measures:

- 66.67% subject to EPS Growth, measured over the 3 year performance period (from 1 July 2025 to 30 June 2028) with this measure satisfied in accordance with the EPS growth schedule in the table above; and

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- 33.33% subject to the growth in the Company's relative total Shareholder Return (**TSR**) during the 3 year performance period (from 1 July 2025 to 30 June 2028).

Up to 50% of ZEPOs will vest if the Company's TSR equals or exceeds the Small Ordinaries Index (ASX:AXSO) as follows:

TSR OVER THE PERFORMANCE PERIOD	PROPORTION OF ZEPOS THAT VEST
Less than index return	0%
Threshold: Equal to index return	50%
Greater than 100% but less than 200% of index TSR	Straight line pro rata vesting between 50% and 100%
Greater than 200% of index TSR	100%

**Dividends, ranking and voting rights**

The ZEPOs do not confer on the participant any legal or beneficial interest in shares of the Company, or any voting rights or entitlement to receive dividends during the period between allocation and vesting. However, the Board may in its discretion determine that a cash equivalent amount be paid to a participant upon vesting.

Shares allocated on exercise of any ZEPOs will rank equally with other ordinary shares of the Company.

**Treatment on cessation of employment**

If a participant ceases employment with the Company (or any of its controlled entities) as a result of their resignation (other than by reason of ill health or a genuine retirement) at a time or in a manner that has an adverse impact on the Company or any of its controlled entities, or if the participant has been terminated in certain circumstances (i.e. due to poor performance, serious or persistent breaches of employment or engagement contract, becoming disqualified from managing corporations, or serious or gross misconduct) unless the Board determines otherwise in particular circumstances:

- vested ZEPOs continue to be exercisable up to the expiry date (FY25 ZEPOs: 30 June 2030; FY26 ZEPOS: 30 June 2031); and
- unvested ZEPOs immediately lapse.

If a participant ceases employment with the Company (or any of its controlled entities) for another reason other than those specified above (such as death, incapacity, or redundancy):

- vested ZEPOs which have not been exercised will continue to be exercisable up to the expiry date; and
- the Board can determine, in its absolute discretion, the manner in which unvested ZEPOs will be dealt with.

**Change of control**

On a change of control of the Company, the Board has discretion to determine whether some or all of a participant's unvested ZEPOs will vest, lapse or remain 'on-foot' subject to the existing terms or subject to varied terms.

## TERM

Malus and clawback	The Board has discretion to adjust, lapse or claw back an award if a participant has engaged in certain conduct, including where in the opinion of the Board the participant has engaged in conduct which adversely affects the financial position or reputation of the group, has acted fraudulently, has materially breached their obligations, has engaged in serious misconduct or is convicted of an offence.
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### **Other information**

- Subject to shareholder approval, the ZEPOs will be granted to Phillip Britt and Michael Omeros following the 2025 AGM and, in any event, no later than 12 months after the 2025 AGM.
- Phil and Michael are the only Directors eligible to participate in the LTI Plan. Phil will not be eligible for future LTI grants due to him being a Non-Executive Director. The proposed issue of ZEPOs to Phil relates to his time served as Group Managing Director in FY25.
- Phil's current remuneration is \$425,000 (comprised of the Non-Executive director fee and the Special Technical Adviser consulting fee). Michael's current remuneration is a fixed salary of \$537,000 (including superannuation).
- Phil has previously been issued the following securities under the LTI Plan:
  - 698,228 FY21 Options issued on 16 October 2020 (the time of the Company's listing with the ASX), exercisable at \$1.00
  - 471,698 FY22 Options issued on 27 August 2021, exercisable at \$2.85
  - 205,697 FY23 Options issued on 26 August 2022, exercisable at \$3.30 (22,855 Options were lapsed on 13 May 2025 due to Phil Britt ceasing in the role of Group Managing Director)
  - 373,685 FY24 Options issued on 24 August 2023, exercisable at \$2.93 (166,082 Options were lapsed on 13 May 2025 due to Phil Britt ceasing in the role of Group Managing Director)
  - 163,300 FY25 Options issued on 15 January 2025, exercisable at \$3.52 (127,011 Options were lapsed on 13 May 2025 due to Phil Britt ceasing in the role of Group Managing Director)
- Michael has previously been issued the following securities under the LTI Plan:
  - 25,000 FY23 Options issued on 26 August 2022, exercisable at \$3.30
  - 138,597 FY24 Options issued on 24 August 2023, exercisable at \$2.93
  - 135,150 FY25 Options issued on 15 January 2025, exercisable at \$3.52

- If items 4(a), 4(b) and 4(c) are passed, the Company will proceed to grant the ZEPOs to Phil and Michael. If these items are not passed, the Board may consider alternative remuneration arrangements in respect of Phil and Michael's FY25 LTI Plan, and Michael's FY26 LTI Plan.
- ASX Listing Rule 10.14 requires shareholder approval for the acquisition of securities by a Director under an incentive scheme. Listing Rule 10.14 therefore applies to the proposed grants of ZEPOs.
- Details of any ZEPOs granted to Phil and Michael under the LTI Plan will be published in the Company's annual report relating to the period in which they are granted, along with a statement that approval for the grant was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after this item is approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

#### ***Voting exclusion statement***

The Company will disregard any votes cast in favour of resolutions 4(a), 4(b) and 4(c) by or on behalf of:

- Phillip Britt or any of his associates;
- Michael Omeros or any of his associates; and
- any person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTI Plan.

However, this does not apply to a vote cast in favour of resolutions 4(a), 4(b) and 4(c) by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the 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 on the relevant item, and is not an associate of a person excluded from voting on the relevant item; and
  - the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Board recommendation**

The Board (other than Phillip Britt and Michael Omeros in respect of each of their grants) considers the proposed grants of ZEPOs to be appropriate in all the circumstances. The Board (other than Phillip Britt and Michael Omeros in respect of each of their grants) recommends that shareholders vote in favour of items 4(a), 4(b) and 4(c).

### **Item 5: Increase in Non-Executive Director fee pool**

ASX Listing Rule 10.17 provides that a listed entity must not increase the total aggregate amount of directors' fees payable to its Non-Executive Directors without shareholder approval. Clause 14.4(a) of the Company's Constitution provides that the shareholders in a general meeting may from time to time determine the maximum aggregate remuneration to be provided to or for the benefit of the Directors for services rendered as Directors.

The current Non-Executive Director fee pool of \$850,000 per annum was approved by shareholders at the Company's 2022 AGM. Shareholder approval is sought to increase the Non-Executive Directors' fee pool in any financial year by \$350,000, to \$1,200,000 per annum.

The Board seeks shareholder approval to increase the Non-Executive Directors' fee pool for the following reasons:

- To acknowledge and reflect the size of the current Board with 6 Non-Executive Directors, taking into consideration the transition of Phillip Britt from the role of Group Managing Director to a Non-Executive Director;
- To ensure that the Company can attract and retain the calibre of experience and skill sets it requires at Board level; and
- The NED fees have been increased from 1 January 2025 in line with external benchmarking of NED fees.

In light of the above, the Board considers that it is appropriate to put this proposed increase in the Non-Executive Directors' fee pool to the shareholders at this time.

The following securities have been issued to Non-Executive Directors under Listing Rule 10.11 or 10.14 with the approval of shareholders within the preceding 3 years:

DATE OF ISSUE	NAME OF NON-EXECUTIVE DIRECTOR	NUMBER AND TYPE OF SECURITIES
24 August 2023	Adrian Fitzpatrick	13,866 NED Rights valued at \$2.93 per security
	Richard Dammery (resigned 25 October 2024)	10,224 NED Rights valued at \$2.93 per security
	Vicky Papachristos (resigned 1 April 2025)	13,634 NED Rights valued at \$2.93 per security



DATE OF ISSUE	NAME OF NON-EXECUTIVE DIRECTOR	NUMBER AND TYPE OF SECURITIES
9 May 2024	Sue Klose	5,419 NED Rights valued at \$2.93 per security
17 September 2024	Adrian Fitzpatrick	14,220 NED Rights valued at \$3.516 per security
	Richard Dammery (resigned 25 October 2024)	6,996 NED Rights valued at \$3.516 per security
	Vicky Papachristos (resigned 1 April 2025)	7,424 NED Rights valued at \$3.516 per security
	Sue Klose	12,360 NED Rights valued at \$3.516 per security
26 August 2025	Adrian Fitzpatrick	12,608 NED Rights valued at \$3.966 per security
	Sue Klose	12,608 NED Rights valued at \$3.966 per security
	Graeme Barclay*	15,758 NED Rights valued at \$3.966 per security
	Sarah Adam-Gedge	10,086 NED Rights valued at \$3.966 per security

*\*The issue of FY26 NED Rights to Graeme Barclay will occur once share registry KYC requirements have been completed, due to the Rights being issued into a nominee holder (trust) as opposed to a direct holding.*

All of the above securities were issued under the Company's Non-Executive Director Fee Sacrifice Plan, which was last approved by shareholders, including for the purpose of Listing Rule 10.14, on 25 October 2024.

In addition, before becoming a Non-Executive Director on 1 March 2025, Phillip Britt was the Group Managing Director. In that capacity, he was issued securities with shareholder approval under ASX Listing Rules 10.11 or 10.14. Details of those issuances are outlined in the Company's previous remuneration reports.

If item 5 is approved, the remuneration pool of Non-Executive Directors will increase to \$1,200,000 per annum.

If item 5 is not approved, the remuneration pool of Non-Executive Directors will remain at \$850,000 per annum and the Board will not have the flexibility described above, and the fees

payable to any future Non-Executive Director appointments will need to be assessed within the current fee pool.

The proposed increase to the Non-Executive Director fee pool does not impact upon remuneration of Executive Directors.

### ***Voting exclusion statement***

The Company will disregard any votes cast:

- in favour of item 5 by or on behalf of any Director of the Company or any of their associates in any capacity; and
- on item 5 as proxy by a person who is a member of the Company's KMP (or their closely related parties) at the date of the AGM,

unless the vote is cast:

- as proxy for a person entitled to vote on the item in accordance with a direction as to how to vote provided by that person; or
- by the Chair of the AGM as proxy for a person who is entitled to vote on the item, because the Chair has received express authority to vote undirected proxies as the Chair sees fit even though the item is connected with the remuneration of KMP; or
- in favour by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the item; and
  - the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

### ***Board recommendation***

As each of the Non-Executive Directors has a personal interest in this item, the Board does not make a recommendation to shareholders in relation to this item.

### **Item 6: Ratification of prior issue of shares**

On 25 August 2025, the Company announced that it had entered into a six-year agreement to provide wholesale services to More Telecom and Tangerine Telecom. In consideration for the agreement, the Company issued 5,876,944 fully paid ordinary shares to More Telecom Pty Ltd on 25 August 2025.

### ***Reasons for proposing the resolution***

ASX Listing Rule 7.1 imposes a limit on the number of equity securities that the Company can issue or agree to issue in any 12-month period without shareholder approval (**15% placement capacity**) unless an exemption applies. Under ASX Listing Rule 7.4, an issue of any equity securities may be treated as having been made with approval for the purpose of ASX Listing

Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve it.

The issue of the shares was within the limits of the Company's 15% placement capacity and therefore did not require shareholder approval to proceed. The purpose of item 6 is to refresh the Company's 15% placement capacity so that its capacity would be the same as if the issue of the shares had proceeded with shareholder approval. If shareholders ratify the issue of the shares, they will no longer be counted towards the Company's 15% placement capacity and the Company will have greater flexibility as to how it manages its future capital requirements.

Notwithstanding any approval by shareholders of the proposed resolution in item 6, any future equity issuances will remain subject to the 15% placement capacity under ASX Listing Rule 7.1 unless an exemption applies. If shareholders do not approve item 6, the shares will continue to be counted towards the Company's 15% placement capacity, which may restrict the Company's ability to issue further securities for 12 months from the issue of the shares.

### ***Voting exclusion statement***

The Company will disregard any votes cast in favour of item 6 by or on behalf of More Telecom Pty Ltd or any of their associates in any capacity, unless the vote is cast:

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

### ***Board recommendation***

The Board recommends that shareholders vote in favour of item 6.

**Need assistance?****Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

ABB

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Aussie Broadband Limited Annual General Meeting

The Aussie Broadband Limited Annual General Meeting will be held on Tuesday 14 October 2025 at 10:00 am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Sunday 12 October 2025.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:  
<https://meetnow.global/MPRQA7A>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
KPMG Offices, Tower Two, Collins Square, 727 Collins Street, Melbourne, VIC, 3008

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

**Aussie Broadband Limited**  
ABN 29 132 090 192

ABB

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEDT) Sunday, 12 October 2025.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Aussie Broadband Limited hereby appoint

☐ the Chair of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Aussie Broadband Limited to be held at the KPMG offices, Tower Two, Collins Square, 727 Collins Street, Melbourne, Victoria, 3008 and online on Tuesday, 14 October 2025 at 10:00am and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 4a, 4b, 4c, and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2, 4a, 4b, 4c, and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair. Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 2, 4a, 4b, 4c, and 5 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain			For	Against	Abstain
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 4c	Approval of securities under the Long-Term Incentive Plan (FY26 LTI Plan) to Michael Omeros	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	Re-election of Michael Omeros as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 5	Increase in Non-Executive Director fee pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Election of Phillip Britt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 6	Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c	Election of Graeme Barclay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 3d	Election of Sarah Adam-Gedge as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 4a	Approval of securities under the Long-Term Incentive Plan (FY25 LTI Plan) to Phillip Britt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 4b	Approval of securities under the Long-Term Incentive Plan (FY25 LTI Plan) to Michael Omeros	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

/ /

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

# ONLINE MEETING GUIDE



## GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Australian Residents

SRN or HIN and postcode of your registered address.

### Overseas Residents

SRN or HIN and country of your registered address.

### Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting to receive an email invitation.

## PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

### Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

### To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If within Australia, also enter your postcode.

### or To register as a proxyholder

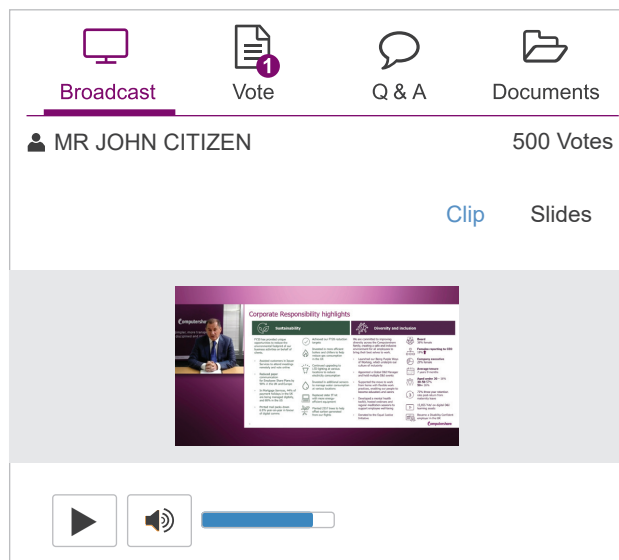
To access the meeting, click on the link in the invitation email sent to you. Or select 'Invitation' and enter your invite code provided in the email.

### or To register as a guest

Select 'Guest' and enter your details.



The webcast will appear automatically once the meeting has started. If the webcast does not start automatically, press the play button and ensure the audio on your computer or device is turned on.

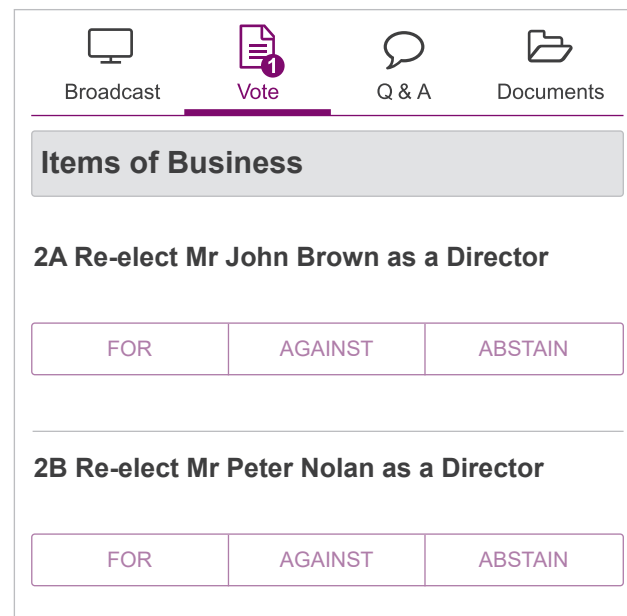


## Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

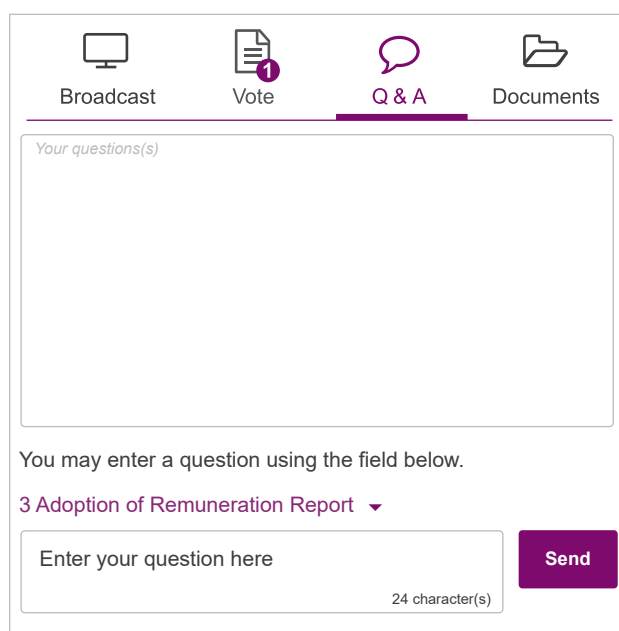
To change your vote, select 'Click here to change your vote' and press a different option to override.



## Q & A

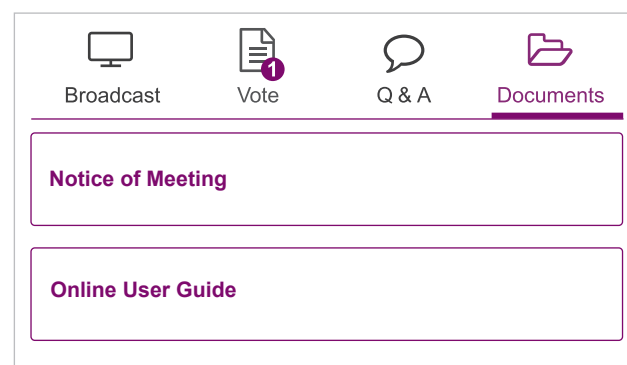
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



## Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



## FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.