

26 September 2025

Market Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir

**Notice of 2025 Annual General Meeting**

Please find attached the 2025 Notice of Annual General Meeting (AGM) and sample proxy form.

The 2025 AGM will be held at 10:00 am (AEDT) on **Friday, 31 October 2025** at the Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney. Shareholders can also participate in the AGM online.

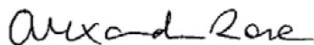
The 2025 Notice of AGM and individualised links to lodge a proxy form online or submit a question will be sent by email to shareholders today.

Also attached is a letter to be mailed to shareholders today who elect to receive communications by mail only.

This announcement is authorised by the Steadfast Disclosure Committee.

All queries in relation to this announcement should be directed to the undersigned.

Yours faithfully



Alexandra Rose  
Company Secretary

**Steadfast Group Limited**  
ABN: 98 073 659 677

Level 4, 99 Bathurst Street, Sydney NSW 2000  
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All Registry communications to:  
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Telephone: +61 1300 554 474  
ASX Code: SDF  
Email: support@cm.mpms.mufg.com  
Website: au.investorcentre.mpms.mufg.com

26 September 2025

Dear Shareholder

**Steadfast 2025 Annual General Meeting (AGM)**

I am pleased to invite you to the 2025 AGM of Steadfast Group. Our hybrid meeting will be held on Friday, 31 October 2025 starting at 10am (AEDT time).

Shareholders are invited to attend the AGM in person at the Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney. If you are unable to attend in person, you can participate online by viewing the live webcast and asking questions and making comments during the meeting by using the online platform at <https://meetings.lumiconnect.com/300-194-649-421>.

At the AGM, shareholders will be able to view presentations from our Managing Director & CEO, Robert Kelly AM, our incoming Chair, Vicki Allen and me.

Our AGM Notice of Meeting can be accessed at <https://investor.steadfast.com.au/investor-centre/?page=agm> and will be lodged with the ASX. It includes the items of business to be considered, together with explanatory notes and the voting recommendations of the Steadfast Board (Board). You will not be mailed a physical copy of the Notice of Meeting unless you request a hard copy by contacting the share registry on +61 1300 554 474.

The online meeting guide, available at <https://investor.steadfast.com.au/investor-centre/?page=agm> provides important information on how to attend and participate in the AGM.

We encourage you to submit your votes or appoint a proxy for voting before the AGM. Details of how to complete and lodge the Proxy Form are provided on your Shareholder Proxy Form (attached).

This year, Joan Cleary is seeking re-election as a Director and Michael Goodwin is seeking election as a Director for the first time, having been appointed as a Director by the Board on 15 September 2025. The re-election and election of both Joan Cleary and Michael Goodwin are unanimously supported by the Board (with each candidate abstaining from making a recommendation) and they will also address the meeting.

You will also be aware that I announced last month that I will be retiring from the Board at the conclusion of the AGM, with Vicki Allen to be appointed Chair of Steadfast immediately after the AGM.

I have been honoured to serve as Chair from 21 October 2012 to date. A period which has seen the listing in August 2013 and the delivery of consistent growth in all key financial measures which has enabled your Board to declare 25 consecutive increases in interim and year-end fully franked dividends. This, together with the growth in value of shares on issue, has resulted in a total return of 530.3% for those shareholders that participated in the listing in August 2013. It has been a great privilege to have been part of the Steadfast journey. I wish to thank my fellow board members, the Steadfast team, the Steadfast Network and of course, our shareholders for their significant contribution over the last 13 years.

My fellow directors and I look forward to welcoming you to Steadfast's 2025 AGM.

Yours sincerely

A handwritten signature in dark ink, appearing to read "Frank O'Halloran".

**Frank O'Halloran AM**  
Chair

# Steadfast Group Limited

Steadfast Group Limited (ACN 073 659 677) is referred to as Steadfast in this notice of Annual General Meeting (AGM or Meeting). The financial year ended 30 June 2025 is referred to as FY25.

**The Steadfast AGM will be held at 10:00am (AEDT) on Friday, 31 October 2025 at the Sheraton Grand Sydney Hyde Park and virtually.**

## Participation at the AGM

Shareholders are invited to:



### Attend in person

**Sheraton Grand Sydney Hyde Park**  
161 Elizabeth Street,  
Sydney NSW 2000



**or to watch and participate in Steadfast's AGM live online.**



Enter

<https://meetings.lumiconnect.com/300-194-649-421>  
**into a web browser on your computer or online device:**

- Shareholders will need either their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode. Shareholders with a registered address outside Australia will need their SRN/HIN and three character country code eg. New Zealand-NZL; United Kingdom-GBR; United States of America-USA; and Canada-CAN. A full list of country codes can be found in the online user guide at <https://investor.steadfast.com.au>
- Proxyholders will need their proxy code which our share registry, MUFG (Steadfast Share Registry) will provide via email no later than 48 hours prior to the AGM; and
- Steadfast recommends logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM.

## Voting options for the AGM



- Voting in person during the AGM;
- Appointing a proxy (Steadfast recommends shareholders go online and appoint a proxy before the AGM. Details of how to do this are set out on page 5 of the Notice of AGM); or
- Direct voting online during the AGM.

## Questions

During the AGM, shareholders may ask questions either in person, or online, via text or live audio, on the Lumi platform. It may not be possible to respond to all questions asked during the AGM. Accordingly, shareholders are encouraged to lodge questions prior to the AGM either online at <https://meetings.lumiconnect.com/300-194-649-421> or by email to [investor@steadfast.com.au](mailto:investor@steadfast.com.au)

## Items of business

### 1. Consideration of Financial Statements and Reports

To consider and receive the Financial Report, the Directors' Report and Auditor's Report of Steadfast for the financial year ended 30 June 2025.

### 2. Re-election of Director – Ms Joan Cleary

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

*"That Ms Joan Cleary be re-elected as a Director of Steadfast."*

### 3. Election of Director – Mr Michael Goodwin

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

*"That Mr Michael Goodwin be elected as a Director of Steadfast."*

### 4. Adoption of the 2025 Remuneration Report

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

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

*The vote on this item does not bind either Steadfast or its Directors.*

### 5. FY25 - grant of equity to Mr Robert Kelly AM, Managing Director & CEO

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

*"That the following be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes:*

- a) *the grant to Mr Robert Kelly AM of deferred equity awards under Steadfast's long-term and short-term incentive schemes in relation to Mr Kelly's FY25 remuneration; and*

- b) *the transfer (or issue) to and acquisition by Mr Robert Kelly AM of fully paid Steadfast ordinary shares in relation to Mr Kelly's FY25 remuneration on vesting and exercise of the relevant deferred equity awards, as set out in the Explanatory Notes which form part of this Notice of Meeting."*

### 6. FY24 - grant of equity to Mr Robert Kelly AM, Managing Director & CEO

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

*"That the following be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes:*

- a) *the grant to Mr Robert Kelly AM of deferred equity awards under Steadfast's long-term incentive scheme in relation to Mr Kelly's FY24 remuneration; and*
- b) *the transfer (or issue) to and acquisition by Mr Robert Kelly AM of fully paid Steadfast ordinary shares in relation to Mr Kelly's FY24 remuneration on vesting and exercise of the relevant deferred equity awards, as set out in the Explanatory Notes which form part of this Notice of Meeting."*

### 7. Approval of termination benefits for Mr Robert Kelly AM, Managing Director & CEO

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

*"That for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, the giving of all benefits to Mr Robert Kelly AM referred to in resolutions 5 and 6 in connection with Mr Robert Kelly AM ceasing to hold an office or position of employment with Steadfast or a related body corporate in circumstances of death, genuine retirement, redundancy or total and permanent disablement, as set out in the Explanatory Notes which form part of this Notice of Meeting, be approved."*

## 8. Approval of termination benefits generally

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

*"That for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, the giving of all benefits up to and including 30 September 2028 in connection with share awards relating to the three financial years ending 30 June 2026, 2027 and 2028 respectively to current or future key management personnel (KMP) of Steadfast or persons who hold a managerial or executive office in Steadfast or a related body corporate other than Mr Robert Kelly AM in connection with that person ceasing to hold an office or position of employment with Steadfast or a related body corporate in circumstances of death, genuine retirement, redundancy or total and permanent disablement, as set out in the Explanatory Notes which form part of this Notice of Meeting, be approved."*

### Chair's voting intention

The Chair of the Meeting intends to vote all available proxies in favour of Items 2 to 8. There will be no resolution regarding Item 1.

Further information in relation to each resolution to be considered at the AGM is set out in the attached Explanatory Notes.

### Voting exclusions

#### Item 4 Adoption of the 2025 Remuneration Report

A vote on Item 4 may not be cast (in any capacity) by or on behalf of:

- a) a member of the key management personnel (KMP) whose remuneration details are disclosed in Steadfast's 2025 Remuneration Report, or
- b) a closely related party of such a KMP.

In addition, a vote must not be cast on Item 4 by a member of the KMP of Steadfast, or a closely related party of a KMP, acting as proxy for a person entitled to vote.

However, such a person described above may cast a vote on Item 4 if:

- a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Item 4; or
- b) the person is the Chair of the Meeting acting as proxy for a person entitled to vote on Item 4 because Steadfast's proxy form expressly authorises the Chair of the Meeting to exercise undirected proxies.

A closely related party includes close family members and companies the KMP controls.

#### Voting exclusion – Items 5, 6 and 7 - Grant of equity to Mr Robert Kelly AM, Managing Director & CEO and termination benefits

Steadfast will disregard any votes cast in favour of Items 5, 6 and 7 by or on behalf of the Managing Director & CEO or an associate of the Managing Director & CEO. However, this does not apply to a vote cast in favour of Items 5, 6 and 7 by:

- a) the Managing Director & CEO or any associate of the Managing Director & CEO as proxy or attorney for a person who is entitled to vote on Items 5, 6 and 7, in accordance with the directions given to the proxy or attorney to vote on Items 5, 6 and 7 in that way; or
- b) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Item 5, 6 and 7; and
  - ii. the holder votes on Items 5, 6 and 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Items 5, 6 and 7 by a member of the KMP of Steadfast or a closely related party of a KMP, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Items 5, 6 and 7. This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Items 5, 6 and 7 because Steadfast's proxy form expressly authorises the Chair of the Meeting to exercise undirected proxies.

### **Voting Exclusion – Item 8**

Steadfast will disregard any votes cast on the resolution in Item 8:

- a) as proxy by any member of Steadfast's KMP (or a closely related party of a KMP); or
- b) by, or on behalf of, any person who may be entitled to receive a benefit in connection with that person ceasing to hold an office or position of employment with Steadfast or a related body corporate the subject of Item 8 and any associate of those persons.

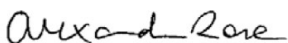
However, Steadfast need not disregard a vote on the resolution in Item 8 if it is cast by:

- a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction given to the Chair to vote as the Chair decides.

### **Listing Rule 15.1.4**

Steadfast confirms that this document complies with the Notice of Meeting content requirements set out in the Listing Rules. ASX has provided no objection to this document under Listing Rule 15.1.4 on the basis of this confirmation.

By order of the Board.



**Alexandra Rose**  
Company Secretary

Sydney  
26 September 2025



## Notes - Information regarding voting

### 1. Poll

Voting at the AGM will proceed by poll.

### 2. Entitlement to attend and vote

In accordance with Regulation 7.11.37 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, the Directors have determined that a shareholder's entitlement to attend and vote at the 2025 AGM is as set out in Steadfast's share register as at 7pm (AEDT) on Wednesday, 29 October 2025.

Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the 2025 AGM.

### 3. Watch and participate online if you do not attend in person

Enter <https://meetings.lumiconnect.com/300-194-649-421> into a web browser on your computer or online device:

- Shareholders will need either their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode. Shareholders with a registered address outside Australia will need their SRN / HIN and three-character country code e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada – CAN. A full list of country codes can be found in the online user guide; and
- Proxyholders will need their proxy code which MUFG will provide via email no later than 24 hours prior to the AGM.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the AGM.

### 4. Proxies

- a) **How to appoint a proxy:** If you wish to appoint a proxy, you can do so online by visiting <https://au.investorcentre.mpms.mufig.com/Login/Login> and following the instructions provided. **Steadfast strongly encourages shareholders to appoint a proxy online before the AGM.**

**Entitlement to appoint a proxy:** If you are entitled to attend and vote at this AGM, you may appoint:

- a person ("person" can be an individual or a body corporate); or
  - if the shareholder is entitled to cast two or more votes at the meeting, two persons, as your proxy or proxies to attend and vote for you at the meeting. A proxy need not be a shareholder.
- b) **Maximum of two:** You may appoint a maximum of two proxies and may state what proportion or number of your votes each proxy is being appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of your votes.
- Deadline for appointing proxies:** To be effective, online proxy appointments must be made (or hard copy proxy forms must be received by either Steadfast or MUFG) by no later than **10.00am AEDT on Wednesday, 29 October 2025.**
- c) **How and when a proxy must vote:** If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:
- if the proxy is not the Chair of the Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
  - if the proxy is the Chair of the Meeting, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chair of the Meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chair of the Meeting as their proxy. This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution;
- the appointed proxy is not the Chair of the Meeting;
- a poll is called on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the AGM; or
  - the proxy attends the AGM but does not vote on the resolution.

Voting will proceed by way of poll.

- a) **Proxy Voting by Chair:** The Chair of the Meeting will vote undirected proxies able to be voted in favour of Items 2 to 8 inclusive. The voting exclusions on the Managing Director & CEO in Items 5, 6 and 7 and KMP in Items 4 and 8 do not apply to the Chair of the Meeting acting as proxy because Steadfast's proxy form expressly authorises the Chair of the Meeting to exercise the proxy even if that Item is connected directly or indirectly with the remuneration of the Managing Director & CEO or a KMP of Steadfast.
- b) **Directing proxy votes:** We encourage shareholders who are appointing proxies to direct their proxies how to vote on each resolution by marking "For", "Against" or "Abstain" box before lodging their proxy form so that their proxy will vote on their behalf in accordance with their instructions.

## 5. Direct voting

You may cast your vote at the physical meeting. Alternatively, if you would like to vote directly, you may do so virtually by lodging an online vote during the live AGM via the following link <https://meetings.lumiconnect.com/300-194-649-421>.

Shareholders who cast a proxy vote on a resolution before the AGM by lodging a valid proxy form will still be entitled to lodge a further direct vote on that resolution in person or online during the live meeting, with the later vote overriding the earlier vote.

## 6. Corporate representatives

A corporation that is entitled to participate and vote at the AGM may appoint a person to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with s250D of the Corporations Act and be lodged with Steadfast before the AGM.

## 7. 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 either Steadfast or by MUFG by no later than 10.00am AEDT on Wednesday, 29 October 2025, unless the power of attorney has previously been lodged with either Steadfast or MUFG.

## 8. Questions from shareholders

A shareholder of Steadfast who is entitled to vote at the AGM may submit a question either to the Chair of the Meeting or Steadfast's auditor at the physical meeting or electronically in advance at <https://meetings.lumiconnect.com/300-194-649-421> and following the instructions provided or by emailing [investor@steadfast.com.au](mailto:investor@steadfast.com.au) before 5pm (AEDT) on Friday, 24 October 2025.

Shareholders will also be able to ask both text and live audio questions online during the AGM once their identity has been verified.

## 9. Privacy

Please be advised that the AGM will be broadcast over the internet to the public. Your attendance and questions may be visible to others. By asking a question, you acknowledge that other persons viewing or attending the AGM will be able to see that you have asked a question, and Steadfast is permitted to broadcast that question and its responses.



## Explanatory Notes on the business to be transacted at the 2025 AGM

Items 2, 3, 5, 6, 7 & 8 are ordinary resolutions and Item 4 is advisory only. Ordinary resolutions require a simple majority (50%) of votes cast by shareholders entitled to vote on the resolution to be passed.

The Board recommends that shareholders vote **IN FAVOUR** of these resolutions.

These Explanatory Notes, which forms part of the Notice of Meeting, are important and should be read carefully by all shareholders.

### Item 1 – Consideration of Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001 (Cth)* (Corporations Act), the Financial Report, Directors' Report and Auditor's Report of Steadfast and its controlled entities for the most recent financial year will be laid before the AGM. There will be no formal resolution put to the AGM.

The reports are available on the Steadfast investor website at <https://investor.steadfast.com.au>.

Following consideration of the reports, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about or comment on the management of Steadfast. The Chair of the Meeting will also give shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by Steadfast in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

### Items 2 and 3 – Re-election and Election of Directors

The Board:

- undertakes a regular review of its performance, policies and practices. The review includes an assessment of the performance of each Director, their experience and skills;
- has in place a Board Skills Matrix, so that the Board can monitor whether it has the skills considered necessary to address existing and emerging business and governance matters that may be relevant to Steadfast, and the experience to discharge its responsibilities;
- assesses the skills and experience of any prospective Director against those criteria as part of the Board renewal process; and
- before appointing a new Director, undertakes comprehensive checks into a candidate's background, experience and suitability for the role.

This is taken into account by the Board in determining whether to endorse Directors standing for re-election and anyone offering themselves for election as a Director.

The Board considers that Ms Joan Cleary and Mr Michael Goodwin are independent Non-Executive Directors.

### Item 2 – Re-election of Director - Ms Joan Cleary

Ms Cleary is retiring by rotation in accordance with article 13.5 of Steadfast's constitution and ASX Listing Rule 14.4 and is offering herself for re-election.

Ms Cleary has over 30 years of leadership, finance and governance experience in the general insurance and reinsurance industry. She brings a breadth of executive operational, strategic, finance and governance experience from her 20 years at QBE Insurance Group, including as a director of various QBE subsidiaries. Prior to this, she was Chief Financial Officer of GE's London Market non-life reinsurance operations and previously held senior finance leadership roles in the reinsurance industry in the UK.

Ms Cleary holds a Bachelor of Laws from the University of Exeter. She is a Fellow of the Institute of Chartered Accountants in England and Wales and is a Graduate of the Australian Institute of Company Directors. Ms Cleary was appointed to the Steadfast Board on 28 July 2022. She is Chair of the Audit & Risk Committee and serves on the People, Culture & Governance, Nomination and the Remuneration & Performance Committees.

### **Recommendation**

*The Board considers that Ms Cleary's extensive experience in insurance and financial services, particularly her experience with external and internal audit of insurers and risk management bring important insights and strengthen the Board's financial expertise and oversight of Steadfast in the areas of financial and regulatory reporting and risk management.*

*The Board (with Ms Cleary abstaining) recommends that you vote in favour of the resolution in Item 2.*

*The Chair of the Meeting intends to vote undirected proxies able to be voted in favour of this resolution.*

### **Item 3 – Election of Director - Mr Michael Goodwin**

Mr Goodwin was appointed a Director by the Steadfast Board on 15 September 2025. In accordance with article 13.9 of Steadfast's constitution and ASX Listing Rule 14.4, he must not hold office past the first annual general meeting following his appointment and is offering himself for election.

Mr Goodwin acts as a Non-Executive Director on three Steadfast entities based in Singapore, Steadfast Distribution Services Pte Ltd, NCI Brokers (Asia) Pte. Ltd and Galaxy Insurance Consultants Pte Ltd. Mr Goodwin has also provided consultancy services in respect of the development of the Singapore business which have recently been terminated.

Mr Goodwin has over 30 years' experience in the insurance industry, having worked in senior executive positions in Australia and the Asia Pacific region for QBE Insurance Group and antecedent companies for this period. Mr Goodwin has served as a Non-Executive Director of the international insurer, Hiscox Group Limited (LSE:HSX) from November 2017 to date.

Mr Goodwin is a Fellow of the Institute of Actuaries of Australia and the Australian Institute of Company Directors.

### **Recommendation**

*The Board considers that Mr Goodwin's extensive experience in Australia and internationally in the general insurance industry significantly adds to the Board's financial expertise and oversight of Steadfast.*

*The Board (with Mr Goodwin abstaining) recommends that you vote in favour of the resolution in Item 3.*

*The Chair of the Meeting intends to vote undirected proxies able to be voted in favour of this resolution.*

### **Item 4 – Adoption of the 2025 Remuneration Report**

As required by section 250R(2) of the Corporations Act, an advisory resolution that Steadfast's Remuneration Report be adopted will be put to the vote.

The Remuneration Report outlines Steadfast's remuneration principles, framework and outcomes for the financial year ended 30 June 2025. The Remuneration Report is contained within Steadfast's 2025 Annual Report on pages 54 to 77 and is also available on the Steadfast investor website at <https://investor.steadfast.com.au>.

Shareholders will have a reasonable opportunity to ask questions and comment on the Remuneration Report at the AGM.

Steadfast's remuneration structure is designed to align executive and shareholder interests, retain talent and support long term value creation for shareholders by providing competitive remuneration and rewards for exceptional performance and strong earnings per share growth. The key terms of Steadfast's remuneration structure for FY25 are set out in section 1 of Steadfast's Remuneration Report, together with a summary of the changes made for FY26.

The vote on this resolution is advisory only and does not bind the Directors or Steadfast. Nevertheless, the Board will take into account the outcome of the vote when considering Steadfast's future remuneration arrangements.

*Noting that each Director has a personal interest in their own remuneration from Steadfast as described in the Remuneration Report, the Board recommends that shareholders vote in favour of the resolution in Item 4.*

*The Chair of the Meeting intends to vote undirected proxies able to be voted in favour of this resolution.*

#### **Item 5 – FY25 grant of equity to Mr Robert Kelly AM, Managing Director & CEO**

##### **Mr Kelly AM's participation in Steadfast's STI and LTI Plans**

To align the long-term interests of Mr Kelly AM, Managing Director & CEO with those of shareholders, the Board believes Mr Kelly AM should receive a significant shareholding in Steadfast as part of his remuneration that vests when certain conditions are met. The Board believes it is appropriate to grant performance based deferred equity awards (DEAs) to Mr Kelly AM under Steadfast's long-term incentive plan (LTI Plan) and short-term incentive plan (STI Plan).

As he is a Director of Steadfast, shareholder approval to issue Steadfast shares to Mr Kelly AM under Steadfast's STI and LTI Plans is required under ASX Listing Rule 10.14.

Under the terms of the LTI Plan for FY25, Mr Kelly AM has achieved what was required of him to be granted 213,589 deferred equity awards. The factual details of the 2025 LTI Plan are summarised later in this Notice of Meeting for shareholder information.

In regard to the STI Plan for FY25, the Board intends to grant Mr Kelly AM 128,153 DEAs which are contractual rights to receive, upon vesting, one fully paid Steadfast ordinary share per DEA at no cost as part of his FY25 remuneration, subject to the terms and conditions described in the "Further details of Steadfast STI Plan" as attached to these Explanatory Notes.

DEAs are the form of security granted to Mr Kelly AM and other executives as they:

- align the interests of Mr Kelly AM and shareholders because vesting is performance-related and at-risk;

- provide an opportunity for Mr Kelly AM to acquire equity in Steadfast as a reward for return on capital (ROC) performance (discussed further below);
- encourage retention because continued employment is a condition of vesting; and
- provide an opportunity for the Board to exercise discretion to adjust any unvested performance-related remuneration (ie DEAs) downwards if it is appropriate to do so, including in circumstances of malus.

Further details about Steadfast's approach to its remuneration framework is provided below and in the 2025 Remuneration Report.

Steadfast attributes a value to each DEA which is calculated on an appropriate pricing valuation methodology advised by an independent accounting firm and on the basis of the average of the daily volume weighted average price (VWAP) of Steadfast shares over the five trading days on the ASX prior to the relevant grant date.

##### **Terms of the Award**

The key elements of the total remuneration paid to Mr Kelly AM are:

- fixed remuneration of cash salary, superannuation and non-monetary benefits;
- an annual incentive under Steadfast's STI Plan; and
- a long-term incentive under Steadfast's LTI Plan.

In accordance with ASX Listing Rule 10.15.4, details of Mr Kelly AM's current total remuneration package are attached to these Explanatory Notes.

The Non-Executive Directors believe that the fundamental driver for executive remuneration should be long-term financial performance that generates value for Steadfast shareholders.

The remuneration arrangements for Mr Kelly AM are regularly reviewed to ensure incentives are aligned with Steadfast's remuneration principles, are market competitive and support the delivery of business objectives.

The Non-Executive Directors undertake regular independent competitive benchmarking of the total remuneration of Mr Kelly AM. The total remuneration is benchmarked against a comparator group of companies. Mr Kelly AM's total remuneration reflects his very strong performance in the role, including the excellent financial performance of Steadfast since its initial public offering (IPO) in August 2013 as demonstrated by Steadfast achieving, as at 30 June 2025, a total shareholder return (TSR) of 531.0% for the period since the IPO.

To help ensure that Mr Kelly AM remains focused on long-term outcomes without encouraging excessive risk taking, the following conditions apply:

- financial performance hurdles:
  - Return on Capital (ROC) is used as the financial performance hurdle to determine a STI award. ROC is defined as underlying Net Profit After Tax (NPAT) (adjusted for certain items the Board considers appropriate) divided by the shareholder equity attributable to members of Steadfast at the beginning of the year.
  - underlying Earnings per Share (EPS) growth and relative Total Shareholder Return (TSR) are used as the financial performance hurdles to determine vesting of an LTI award.
  - ROC and EPS are transparent measures that are easily reconciled to reported NPAT (see page 46 of the 2025 Annual Report). As funding mix can impact EPS, it is noted that the Non-Executive Directors have approved a maximum total Group gearing ratio of 35% excluding premium funding borrowings. The total Steadfast gearing ratio at the FY25 year end was 27%.
  - The Non-Executive Directors consider TSR is an effective way to measure long-term shareholder value creation.

- non-financial performance hurdle:
  - Mr Kelly AM is set annual performance objectives known as key performance indicators (KPIs) with weightings aligned to Steadfast's strategic objectives, and must meet expectations or better of those KPIs to be eligible for any STI and LTI award.
- 40% of the STI outcome is granted as DEAs which vest after a one year tenure performance hurdle period from the grant date and are satisfied by either the transfer or issue of fully paid ordinary shares in Steadfast.

Subject to meeting the individual KPIs and the EPS and TSR hurdles, vesting of the LTI occurs three years from the grant date and is satisfied by either the transfer or issue of fully paid ordinary shares in Steadfast.

### **STI and LTI Award Outcomes for FY25**

Mr Kelly AM achieved the gateway measure required for awards under the STI and LTI Plans. Mr Kelly AM achieved a substantial majority of his non-financial performance hurdles and was awarded all of the 30% of the STI pertaining to achieving strategic and personal KPIs.

The ROC in FY25 was 12.68%, meaning the minimum STI award outcome of 75% of Mr Kelly AM's potential reward for financial performance was achieved.

Under the 2025 STI, Mr Kelly AM was awarded \$1,980,000, made up of \$1,118,000 in cash and the balance, subject to shareholder approval, as 128,153 STI DEAs (calculated by dividing \$792,000 by a Steadfast share price of \$6.1801 being the VWAP of shares over the 5 trading days before the grant date).

This initial number of STI DEAs will increase to reflect any dividends paid on Steadfast shares prior to vesting as if the DEAs were part of Steadfast's dividend reinvestment plan (DRP). This does not apply to LTI DEAs. The date by which any subsequent STI DEAs (on the basis of dividends accrued) will be issued to Mr Kelly AM will be in accordance with the approval at the 2025 AGM, that is 31 October 2025 and in any event no later than 3 years after the AGM.

The STI and LTI DEAs are eligible for the bonus element inherent in any rights issue, provided on vesting.

The following is an example of how the number of STI DEAs could increase to reflect any dividends paid on Steadfast shares prior to vesting:

**Hypothetical worked example based on Steadfast dividend announced 28 August 2025**

Assumed balance of STI DEAs*(a):	128,153
Dividend per Steadfast share**(b):	\$0.117
DRP price**(c):	\$5.982
Additional number of DEAs to be issued (a x \$b) / \$c	2,507

\* this is the initial number of STI DEAs for which shareholder approval is sought at the 2025 AGM. The actual balance of STI DEAs to which dividends will attach will progressively increase as further STIs are granted on the basis of dividends accrued.

\*\* the actual dividend per share and actual DRP price applicable for the Steadfast dividend announced to ASX on 28 August 2025.

Under the terms of the LTI Plan for FY25, Mr Kelly AM has achieved what was required of him to be granted 213,589 LTI DEAs (calculated by dividing \$1,320,000 by a Steadfast share price of \$6.1801, being the VWAP of shares over the 5 trading days before the grant date).

The date by which these initial DEAs will be issued to Mr Kelly AM (in accordance with the approval at the 2025 AGM) is 31 October 2025 and in any event no later than 3 years after the AGM.

Mr Kelly's FY25 STI and LTI awards were approved by the Non-Executive Directors and disclosed in the 2025 Remuneration Report on page 64 of Steadfast's 2025 Annual Report.

A summary of the 2025 STI and LTI Plans are attached to these Explanatory Notes and contained in the 2025 Annual Report.

**ASX Listing Rule 10.14**

ASX Listing Rule 10.14 prohibits the acquisition of new securities by a director (or their associates) under an employee incentive scheme without shareholder approval. It aims to minimise the dilution of shareholders and to protect them against related party transactions. ASX Listing Rule 10.14 does not

apply to on-market purchases of securities by or on behalf of Mr Kelly AM (or his associates).

If shareholders decide not to approve the grant of shares to Mr Kelly AM for FY25, this may impact Steadfast's ability to incentivise Mr Kelly AM, to align his interests with those of shareholders and to align his remuneration arrangements with the remuneration arrangements of Steadfast's other senior executives. In these circumstances, the Non-Executive Directors will need to consider alternative remuneration arrangements to reward Mr Kelly AM should the performance hurdles be met (such as a cash payment).

Other than Mr Kelly AM, there are no Directors or associates of Directors who are entitled to participate in either the STI or LTI Plans. Details of any issue to Mr Kelly AM of DEAs, and any acquisition by Mr Kelly AM of Steadfast shares as a consequence of those DEAs vesting, are published in each Annual Report of Steadfast relating to a period in which the relevant DEAs or Steadfast shares have either been issued or transferred (as applicable) along with a statement that the approval for the issue was obtained under ASX Listing Rule 10.14.

Since the approval sought at the 2024 AGM, Mr Kelly AM has received 303,821 fully paid Steadfast shares, at nil cost to him, in accordance with shareholder approval obtained at previous AGMs. These Steadfast shares were provided to Mr Kelly AM in accordance with the terms of the relevant STI and LTI Plans and relate to vesting of DEAs awarded in prior years.

In addition, on 31 October 2024, in accordance with shareholder approval obtained at the 2024 AGM, 138,050 STI DEAs were granted to Mr Kelly AM as part of his FY24 remuneration. Since Steadfast's IPO in 2013 when the STI and LTI Plans were adopted, 4,619,478 DEAs have been granted to Mr Kelly AM and 4,213,893 fully paid Steadfast shares have been transferred to him upon vesting of those DEAs. The acquisition price to Mr Kelly AM of these DEAs and Steadfast shares was \$0.



Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the STI or LTI Plans after Item 5 is approved and are not named in this Notice of Meeting will not be issued securities under either the STI or LTI Plans until approval is obtained under ASX Listing Rule 10.14. It is not the intention of the Non-Executive Directors to participate in the STI or LTI Plans.

### **Does the Board have any discretion to adjust vesting outcomes?**

Subject to applicable law (including the ASX Listing Rules), the Board has the discretion to change the number of shares provided to Mr Kelly AM following achievement of performance hurdles where the Board considers:

- necessary to protect the financial soundness of Steadfast;
- adverse outcomes have arisen that reduce the original assessment of the performance generating the provision of the benefit; or
- performance outcomes have been materially impacted by changes to Steadfast's dividend policy, capital structure, gearing or corporate structure.

The Non-Executive Directors will exercise such discretion in a manner that is consistent with supporting sound and effective risk management, protecting Steadfast's long-term stability and aligned with the creation of long-term shareholder value and will take into account any factors considered appropriate. Malus and clawback provisions also apply.

### **Item 6 – FY24 Grant of equity to Mr Robert Kelly AM, Managing Director & CEO**

Item 6 deals with the proposed grant of DEAs to Mr Kelly AM, Managing Director & CEO, under Steadfast's LTI Plan for FY24.

As noted in Item 5 above, to align the long-term interests of Mr Kelly AM with those of shareholders, the Board believes Mr Kelly AM should receive a significant shareholding in Steadfast as part of his remuneration that vests when certain conditions are met.

As he is a Director of Steadfast, shareholder approval to issue Steadfast shares to Mr Kelly AM under Steadfast's LTI Plan is required under ASX Listing Rule 10.14.

Last year, given Steadfast share price volatility, Mr Kelly AM asked that his FY24 grant of LTI DEAs be postponed until the 2025 AGM.

Under the terms of the LTI Plan for FY24, Mr Kelly AM achieved the financial and non-financial performance hurdles required for him to be granted 204,770 LTI DEAs (calculated by dividing \$1,304,100 by \$6.3686). A summary of the 2024 LTI Plan is attached to these Explanatory Notes and contained in the 2024 Annual Report.

As stated in the 2024 Notice of Meeting, the request for approval at the 2025 AGM is on the same basis that would have applied if the DEAs were granted following the 2024 AGM - that includes a Steadfast share price of \$6.3686 and the application of the LTI performance hurdles during the 2025 financial year.

In considering whether shareholders' approval should be sought for FY24 grant of LTI DEAs, the Non-Executive Directors considered the three-year future performance and tenure hurdles which apply to these DEAs; the share price movement since the 2024 AGM; and the discretion available to them to adjust downwards the allocation of all DEAs prior to vesting.

Since mid September 2024, Steadfast's share price volatility has been broadly in line with that of the ASX200 and Steadfast's shares are now trading at similar levels to this time last year.

Any vesting in FY27 of the FY24 LTI DEAs will be subject to the Non-Executive Directors' discretion as well as the three year performance testing, which is based on underlying diluted EPS growth and relative TSR hurdles over the period. These measures are aligned to the share price performance and shareholder returns.

The Non-Executive Directors retain the discretion to amend the vesting dates, vesting conditions and adjust downward the vesting outcomes of any unpaid or unvested performance-related DEAs. The Non-Executive Directors will exercise such discretion in a manner that is consistent with supporting sound and effective governance and will take into account any factors considered appropriate. Malus and clawback provisions also apply.

If shareholders decide not to approve the grant of shares to Mr Kelly AM for FY24, this may impact Steadfast's ability to incentivise Mr Kelly AM, to align his interests with those of shareholders and to align his remuneration arrangements with the remuneration arrangements of Steadfast's other senior executives. In these circumstances, the Non-Executive Directors will need to consider alternative remuneration arrangements to reward Mr Kelly AM should the performance hurdles be met (such as a cash payment).



## **Item 7 - Approval of termination benefits for Mr Robert Kelly AM, Managing Director & CEO**

### **Termination benefits**

Termination benefits for Mr Kelly AM covered by this approval involve any subsequent acquisition of any Steadfast shares that occur when DEAs vest, or any equivalent cash payment in lieu (Benefits) under the STI or LTI Plans, so that they do not count towards maximum termination amounts under the Corporations Act (see below) only to the extent the Benefits arise in connection with:

1. death;
2. genuine retirement;
3. redundancy; or
4. total and permanent disability.

In these four limited circumstances, the Non-Executive Directors may provide the Benefits earlier than the usual vesting periods. The most likely example is genuine retirement.

For the purposes of the paragraph above, the "Benefit" will be the market value of the shares acquired by the Managing Director & CEO on leaving service (or any cash payment in lieu). Apart from the future share price being unknown, the Managing Director & CEO's length of service, number of DEAs, individual and Steadfast performance factors, levels of cash awarded and amount of other remuneration are matters which will or are likely to affect the value of the Benefit.

In considering this resolution, shareholders should note that Mr Kelly AM, who is 78 years of age, has confirmed his intention to remain as Managing Director & CEO of Steadfast until at least 31 December 2026.

### **Termination benefits under the Corporations Act**

The Corporations Act limits the maximum termination benefits that a corporation can pay on retirement to persons who hold a "managerial or executive office" (as defined in the Corporations Act).

Section 200B applies to the Managing Director & CEO. Under section 200B of the Corporations Act, a corporation can only give a person who holds a "managerial or executive office" (as defined in the Corporations Act) a "benefit" (widely defined in the Corporations Act) in connection with their

retirement from that office or position of employment in the corporation or a "related body corporate" (again as defined in the Corporations Act) if it is either approved by shareholders or one of the limited exemptions apply. Under the Corporations Act, the maximum termination amount which may be paid without shareholder approval is an amount equal to average annual base salary over the last three years. "Benefit" includes early vesting. The Corporations Act defines retirement broadly to include loss of office, resignation and death.

In the absence of shareholder approval, it is possible the circumstances mentioned under the heading "Termination benefits" may result in a benefit to the Managing Director & CEO to which an exemption from section 200B may not apply and which together with other remuneration may exceed the maximum termination amount. For example, this may occur if the Non-Executive Directors exercise discretion to pay any unvested rights in cash and/or Steadfast shares before those rights would otherwise vest in the four limited circumstances described above, namely death, genuine retirement, redundancy or total and permanent disability.

Shareholder approval will allow Steadfast, where appropriate, to fulfil its contractual DEA obligations under the Steadfast FY25 STI and FY24 and FY25 LTI Plans. Non-Executive Directors believe granting approval is better for shareholders than, for example, increasing cash awards in the future in lieu of share benefits.

Shareholder approval also assists Steadfast to retain and motivate the Managing Director & CEO. The Non-Executive Directors' approach to the Managing Director & CEO's FY25 remuneration, including grants under the STI and LTI Plans, is discussed in detail above and the factual details of those Plans are referred to later in this Notice of Meeting for shareholder information.

In general, the four limited circumstances above are beyond the Managing Director & CEO's influence and do not involve poor performance.

The Non-Executive Directors consider it good corporate governance and prudent for Steadfast to seek shareholder approval for any Benefit that the Managing Director & CEO may receive under the STI and LTI Plans in the event of the four limited circumstances mentioned above.

*The Board (with Mr Robert Kelly AM abstaining) recommend that shareholders vote in favour of the resolutions in Items 5, 6 & 7. None of the Non-Executive Directors have any interest in the outcome of the proposed resolutions except to secure the services of Mr Kelly AM on a continuing basis.*

*The Chair of the Meeting intends to vote undirected proxies able to be voted in favour of these resolutions.*

### **Item 8 – Approval of termination benefits generally**

The share plans under which executives are entitled to shares are the LTI and the STI Plans. As at 30 June 2025, there were 11 participants who had share entitlements under the LTI and STI Plans.

Other employees may become entitled to shares under the Short-Term Employee Incentive Plan (STEIP). Participation in the share entitlement component of STEIP is by invitation only and is limited to participants approved by the Managing Director & CEO. As at 30 June 2025, 36 participants had share entitlements under STEIP.

Shareholder approval is sought up to 30 September 2028 to allow the Board to approve the vesting of share benefits in relation to the three financial years ending 30 June 2026, 2027 and 2028 respectively.

### **Termination benefits under the Corporations Act**

The Corporations Act limits the maximum termination benefits that a corporation can pay on retirement to persons who hold a “managerial or executive office” (as defined in the Corporations Act).

Under section 200B of the Corporations Act, Steadfast can only give a person who holds a “managerial or executive office” (as defined in the Corporations Act) a “benefit” (widely defined in the Corporations Act) in connection with their retirement from that office or position of employment in the Company or a “related body corporate” (again as defined in the Corporations

Act) if it is either approved by shareholders or one of the limited exemptions apply. Under the Corporations Act, the maximum termination amount which may be paid without shareholder approval is an amount equal to average annual base salary calculated over a period of up to the most recent three years prior to the termination. “Benefit” includes early vesting. The Corporations Act defines retirement broadly to include loss of office, resignation and death.

In the absence of shareholder approval, it is possible death, genuine retirement, redundancy or total and permanent disability may result in a benefit to a participant to which an exemption from section 200B may not apply and which together with other remuneration may exceed the maximum termination amount. For example, this may occur if the Board exercises discretion to pay any unvested rights in cash and/or Steadfast shares before those rights would otherwise vest in the four limited circumstances described above, namely death, genuine retirement, redundancy or total and permanent disability.

Shareholder approval will allow Steadfast, where appropriate, to fulfil its contractual DEA obligations under the Steadfast FY25 STI, LTI and STEIP Plans. Directors believe granting approval is better for shareholders than, for example, increasing cash awards in the future in lieu of share benefits.

The benefit that the participant will be entitled to will be the market value of the Steadfast shares acquired by the participant under the STI, LTI or STEIP Plans on retirement (or any cash payment in lieu). Apart from the future share price being unknown, the participant’s length of service, number of DEAs, individual and Steadfast performance factors, levels of cash awarded and amount of other remuneration are matters which will or are likely to affect the value of the benefit.

Shareholder approval also assists Steadfast to retain and motivate participants. The Board’s approach to FY25 remuneration, including grants under the STI, LTI and STEIP Plans, is discussed in the Remuneration Report and details of the FY25 STI, LTI and STEIP Plans are included in “Further Details of the STI, LTI and STEIP Plans” (as attached to these Explanatory Notes).

In general, the four limited circumstances above are beyond a participant's influence and do not involve poor performance.

The Directors consider it good corporate governance and prudent for Steadfast to seek shareholder approval for any benefit that current or future KMPs of Steadfast or persons who hold a managerial or executive office may receive under the STI, LTI or STEIP Plans in the event of the four limited circumstances mentioned above.

***The Board (with Mr Robert Kelly AM abstaining) recommend that you vote in favour of the resolution in Item 8.***

***The Chair of the Meeting intends to vote undirected proxies able to be voted in favour of this resolution.***

## Further details of Steadfast's STI, LTI and STEIP Plans

### FY25 STI Plan

Purpose and link to strategy	Rewards the achievement of Steadfast's business plan and individual goals over a 12 month period.								
Operation	STI Plan consisting of cash and deferred equity award (DEA).								
Potential reward	STI awards are performance-based, at-risk reward arrangements subject to overall Board discretion.								
Performance measures	<p><b>Non-financial measures</b></p> <p>The Non-Executive Directors sets the individual objectives (KPIs) for the Managing Director &amp; CEO on an annual basis. The Managing Director &amp; CEO must meet or exceed expectation in both strategic and personal annual KPIs and Steadfast TOGETHER values assessment to be eligible for any STI. The Managing Director &amp; CEO was awarded all 30% of the STI allocation pertaining to the achievement of non-financial measures.</p> <p><b>Financial measure relating to the FY25 awards</b></p> <p>70% of STI allocation is calculated with reference to the ROC hurdle as follows:</p> <table> <tr> <th>Return on capital (ROC)</th><th>Award outcome</th></tr> <tr> <td>Below 12.685%</td><td>0%</td></tr> <tr> <td>12.68% to 12.98%</td><td>75% vesting to maximum award on a straight line basis</td></tr> <tr> <td>12.98%+</td><td>Maximum award</td></tr> </table> <p><b>Gateway measures</b></p> <p>Meeting or exceeding TOGETHER values assessment target. The Board considers any significant brand or reputation impact.</p> <p>Based on this hurdle, the Managing Director &amp; CEO achieved a STI award of 112.5% of his annual fixed remuneration.</p>	Return on capital (ROC)	Award outcome	Below 12.685%	0%	12.68% to 12.98%	75% vesting to maximum award on a straight line basis	12.98%+	Maximum award
Return on capital (ROC)	Award outcome								
Below 12.685%	0%								
12.68% to 12.98%	75% vesting to maximum award on a straight line basis								
12.98%+	Maximum award								
Potential maximum STI	The Managing Director & CEO can earn an STI up to 150% of his annual fixed remuneration.								
Approval of the STI	The Managing Director & CEO's STI is recommended by the Remuneration & Performance Committee based on Steadfast's financial and his non-financial performance outcomes and approved by the Non-Executive Directors.								
Rationale for choosing performance measures	<p>The financial measure of ROC is chosen to ensure long-term shareholder value is increased.</p> <p>The non-financial measures are chosen to help ensure the Managing Director &amp; CEO delivers outcomes that support the success of Steadfast.</p>								

Forms of STI reward elements	60% is paid as cash, normally in September following the end of financial year. 40% is granted as DEA of conditional rights (rights) to Steadfast ordinary shares, which vest over a one-year tenure performance hurdle from the grant date.
Key terms of DEA	<p>These rights are granted to the Managing Director &amp; CEO at no cost.</p> <p>The number of rights granted is calculated by dividing the dollar value of the DEA award by the volume weighted average price (VWAP) of shares over the five trading days before the grant date.</p> <p>The Managing Director &amp; CEO becomes eligible to receive one Steadfast ordinary share per right, subject to his continuing employment with Steadfast over the vesting period post grant date, no material adverse change to the reported results and subject to overall Board discretion. The Remuneration &amp; Performance Committee noted there had not been any material deterioration in reported results due to any prior year adjustments for the year of the grant.</p> <p>These rights will accrue notional dividends and may accrue, subject to overall Board discretion, any bonus element inherent in any rights issue, which will be provided as additional shares upon vesting.</p>
Forfeiture conditions	<p>The Board retains overall discretion to adjust any unpaid or unvested performance related remuneration (such as STI – cash or STI – DEA) downwards if it is appropriate to do so. Malus and clawback provisions also apply.</p> <p>The rights may be forfeited if the Managing Director &amp; CEO resigns before the vesting date.</p> <p>Subject to shareholder approval, if the Managing Director &amp; CEO ceases employment in the four limited circumstances (genuine retirement, death, redundancy or total and permanent disability), any unvested rights may be paid in cash and/or Steadfast ordinary shares, subject to overall Board discretion.</p>
Change of control	The rights vest upon a change of control event.

## FY25 LTI Plan

Purpose and link to strategy	Provides opportunity for the Managing Director & CEO to acquire equity in Steadfast as a reward for the creation of long-term shareholder value.
Operation	LTI Plan consisting of DEA.
Potential reward	LTI awards are performance-based, at-risk reward arrangements subject to overall Board discretion.
Future performance hurdles	<p><b>Non-financial measures</b></p> <p>The Board sets the individual objectives for the Managing Director &amp; CEO on an annual basis. The Managing Director &amp; CEO must meet expectation or better in annual KPIs and Steadfast TOGETHER values assessment to be eligible to receive any LTI. The LTI award is subject to a three year tenure hurdle and a requirement that performance meets or exceeds expectations during each year of the three year tenure period.</p> <p>The Managing Director &amp; CEO achieved a substantial majority of his FY25 non-financial objectives.</p> <p><b>Financial measures relating to the FY25 award</b></p> <p>50% of the LTI award is based on average underlying diluted EPS growth and the remaining 50% is based on TSR. Hurdles for each of these measures are set out below.</p>

	<p><b>EPS growth outcome: 50% of award</b></p> <p>50% of the LTI award is based on average underlying diluted EPS growth, which is not payable unless at least 10% straight line growth is achieved over a three-year vesting period. The vesting schedule is outlined below:</p> <table> <tr> <th>Straight line diluted EPS growth</th><th>Vesting outcome</th></tr> <tr> <td>Below 10%</td><td>0%</td></tr> <tr> <td>At 10%</td><td>25%</td></tr> <tr> <td>10% to 13%</td><td>Straight line between 25% to 100%</td></tr> <tr> <td>13.0% or higher</td><td>100%</td></tr> </table> <p><b>TSR vesting outcome: 50% of award</b></p> <p>50% of the LTI award is based on TSR measured against the top 200 ASX companies excluding those in the mining industry (peer group), which is not payable unless TSR, over the three year vesting period, exceeds the median of the peer group. TSR is calculated as the change in share price plus dividends declared and any capital returns measured over the three-year vesting period. The vesting schedule is outlined below:</p> <table> <tr> <th>TSR performance</th><th>Vesting outcome</th></tr> <tr> <td>Equal to or less than 50<sup>th</sup> percentile of peer group</td><td>0%</td></tr> <tr> <td>Greater than 50<sup>th</sup> but less than 75<sup>th</sup> percentile of peer group</td><td>Straight line between 50% to 100%</td></tr> <tr> <td>Equal to or exceeding 75<sup>th</sup> percentile of peer group</td><td>100%</td></tr> </table> <p>Vesting of the rights is conditional on there being no material adverse change to the FY25 result (resulting in material overstatement of EPS or TSR for that year).</p>	Straight line diluted EPS growth	Vesting outcome	Below 10%	0%	At 10%	25%	10% to 13%	Straight line between 25% to 100%	13.0% or higher	100%	TSR performance	Vesting outcome	Equal to or less than 50 <sup>th</sup> percentile of peer group	0%	Greater than 50 <sup>th</sup> but less than 75 <sup>th</sup> percentile of peer group	Straight line between 50% to 100%	Equal to or exceeding 75 <sup>th</sup> percentile of peer group	100%
Straight line diluted EPS growth	Vesting outcome																		
Below 10%	0%																		
At 10%	25%																		
10% to 13%	Straight line between 25% to 100%																		
13.0% or higher	100%																		
TSR performance	Vesting outcome																		
Equal to or less than 50 <sup>th</sup> percentile of peer group	0%																		
Greater than 50 <sup>th</sup> but less than 75 <sup>th</sup> percentile of peer group	Straight line between 50% to 100%																		
Equal to or exceeding 75 <sup>th</sup> percentile of peer group	100%																		
Potential maximum LTI	The Managing Director & CEO can earn up to 75% of his annual fixed remuneration.																		
Approval of the LTI	The Non-Executive Directors approve the LTI based on the financial and non-financial performance outcomes as recommended by the Remuneration & Performance Committee.																		
Rationale for choosing performance measures	<p>The financial measures of EPS growth and TSR are chosen to ensure long-term shareholder value is increased.</p> <p>The non-financial measures are chosen to ensure the Managing Director &amp; CEO delivers outcomes that support the success of Steadfast.</p>																		
Forms of LTI reward	DEA of rights to Steadfast ordinary shares which vest after the achievement of three-year future performance and tenure hurdles.																		



Key terms of DEA	<p>These rights are granted to the Managing Director &amp; CEO at no cost.</p> <p>The number of DEAs granted is calculated by dividing the dollar value of the DEA award by the VWAP of shares over the five trading days before the grant date.</p> <p>The Managing Director &amp; CEO becomes eligible to receive one Steadfast ordinary share per right, subject to his continuing employment with the Group for the three-year period from the grant date and meeting performance hurdles, and subject to the overall discretion of the Non-Executive Directors.</p> <p>These rights will not accrue notional dividends and may accrue, subject to Board discretion, any bonus element inherent in any rights issue, which will be provided as additional fully paid shares upon vesting.</p>
Forfeiture conditions	<p>The Non-Executive Directors retain the discretion to adjust any unpaid or unvested LTI downwards if it is appropriate to do so. Malus and clawback provisions also apply.</p> <p>The DEAs will be forfeited if the Managing Director &amp; CEO resigns before the vesting date.</p> <p>Subject to shareholder approval, if the Managing Director &amp; CEO ceases employment in the four limited circumstances (genuine retirement, death, redundancy or total and permanent disablement), any unvested rights may be paid in cash and/or Steadfast ordinary shares, subject to overall Board discretion.</p>
Change of control	The rights vest upon a change of control.

## FY25 STEIP Plan

Purpose and link to strategy	The STEIP is a performance-based at-risk reward arrangement subject to overall Board discretion for employees, other than those eligible to participate in the LTI or STI plans, that aims to recognise the contributions of eligible employees when outstanding financial results and individual performance objectives are achieved.
Operation	The STEIP consists of cash and DEA. Participation in the DEA component of STEIP is by invitation only and is limited to participants approved by the Managing Director & CEO.
Performance measures	<p><b>Non-financial measures</b></p> <p>A STEIP participant must meet expectations or better for both personal and divisional KPIs and also meet their Steadfast TOGETHER values assessment to be eligible for any STEIP award.</p> <p><b>Financial measure relating to FY25 awards</b></p> <p>STEIP was awarded based on ROC growth targets aligned with those in the senior management and executive STI plan.</p>
Potential maximum STEIP	A STEIP participant can earn up to 75% of their annual fixed remuneration.
Approval of the STEIP	Participation in STEIP and entitlement to a STEIP award are based on Steadfast's financial and the participant's non-financial performance outcomes as approved by the Managing Director & CEO.

Rationale for choosing performance measures	<p>The financial measure of ROC is chosen to ensure long-term shareholder value is increased.</p> <p>The non-financial measures are chosen to ensure participants deliver outcomes that support the success of Steadfast.</p>
Forms of STEIP reward elements	<p>STEIP entitlements are awarded in cash, other than for the highest category of employees in the plan for whom the awards are 60% cash and 40% granted as DEAs.</p> <p>The cash award is normally paid in September, following the end of financial year. The DEA award is subject to a one-year tenure hurdle from the grant date.</p>
Key terms of STEIP DEA	<p>These rights are granted at no cost to participants.</p> <p>The number of DEAs granted is calculated by dividing the dollar value of the DEA award by the volume weighted average share price over the five trading days prior to the grant date.</p> <p>The participant becomes eligible to receive one fully paid Steadfast ordinary share per DEA, subject to continuing employment with the Group over the vesting period post grant date, and no material adverse change to the ROC result upon which the STEIP was awarded, during the vesting period.</p> <p>These rights will accrue notional dividends which will be paid as additional shares upon vesting (or cash in lieu).</p>
Forfeiture conditions	<p>Steadfast retains the overall discretion to adjust any unpaid or unvested performance related remuneration downwards if it is appropriate to do so. Malus and clawback provisions also apply.</p> <p>The DEAs will be forfeited if the participant resigns before the vesting date.</p> <p>Subject to shareholder approval, if the participant ceases employment in the four limited circumstances (genuine retirement, death, redundancy or total and permanent disablement), any unvested rights may be paid in cash and/or Steadfast ordinary shares, subject to overall Board discretion.</p>
Change of control	<p>The DEAs vest upon a change of control event.</p>

## FY24 LTI Plan

Purpose and link to strategy	<p>Provides opportunity for the Managing Director &amp; CEO to acquire equity in Steadfast as a reward for the creation of long-term shareholder value.</p>
Operation	<p>LTI Plan consisting of DEA.</p>
Potential reward	<p>LTI awards are performance based, at-risk reward arrangements subject to overall Board discretion.</p>

Future performance hurdles	<p><b>Financial measures relating to FY24 awards</b></p> <p><b>EPS growth outcome: 50% of award</b></p> <p>50% of the LTI award is based on average underlying diluted EPS growth, which is not payable unless at least 10% straight line growth is achieved over a three-year vesting period*. The vesting schedule is outlined below:</p> <table border="1"> <thead> <tr> <th>Straight line diluted EPS</th><th>Vesting outcome</th></tr> </thead> <tbody> <tr> <td>Below 10%</td><td>0%</td></tr> <tr> <td>At 10%</td><td>25%</td></tr> <tr> <td>10% to 13%</td><td>Straight line</td></tr> <tr> <td>13.0% or higher</td><td>100%</td></tr> </tbody> </table> <p><b>TSR vesting outcome: 50% of award</b></p> <p>50% of the LTI award is based on TSR measured against the top 200 ASX companies excluding those in the mining industry (peer group), which is not payable unless TSR, over the three year vesting period, exceeds the median of the peer group. TSR is calculated as the change in share price plus dividends declared and any capital returns measured over the three-year vesting period.</p> <p>The vesting schedule is outlined below:</p> <table border="1"> <thead> <tr> <th>TSR Performance</th><th>Vesting outcome</th></tr> </thead> <tbody> <tr> <td>Equal to or less than 50<sup>th</sup> percentile of peer group</td><td>0%</td></tr> <tr> <td>Greater than 50<sup>th</sup> but less than 75<sup>th</sup> percentile of peer group</td><td>Straight line between 50% to 100%</td></tr> <tr> <td>Equal to or exceeding 75<sup>th</sup> percentile of peer group</td><td>100%</td></tr> </tbody> </table> <p>Vesting of the rights is conditional on there being no material adverse change to the FY24 result (resulting in material overstatement of EPS or TSR for that year).</p> <p><b>Non-financial measures</b></p> <p>The Managing Director &amp; CEO must meet expectation or better in annual KPIs and Steadfast TOGETHER values assessment to be eligible to receive any LTI. The Managing Director &amp; CEO achieved a substantial majority of his FY24 non-financial objectives.</p>	Straight line diluted EPS	Vesting outcome	Below 10%	0%	At 10%	25%	10% to 13%	Straight line	13.0% or higher	100%	TSR Performance	Vesting outcome	Equal to or less than 50 <sup>th</sup> percentile of peer group	0%	Greater than 50 <sup>th</sup> but less than 75 <sup>th</sup> percentile of peer group	Straight line between 50% to 100%	Equal to or exceeding 75 <sup>th</sup> percentile of peer group	100%
Straight line diluted EPS	Vesting outcome																		
Below 10%	0%																		
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Equal to or exceeding 75 <sup>th</sup> percentile of peer group	100%																		
Rationale for choosing performance measures	<p>The financial measures of EPS growth and TSR are chosen to ensure long-term shareholder value is increased.</p> <p>The non-financial measures are chosen to ensure the Managing Director &amp; CEO delivers outcomes that support the success of Steadfast.</p>																		
Forms of LTI reward	<p>DEA of rights to fully paid Steadfast ordinary shares which vest after the achievement of three-year future performance and tenure hurdles.</p>																		

Key terms of DEA	<p>These rights are granted to the Managing Director &amp; CEO at no cost.</p> <p>The number of DEAs granted is calculated by dividing the dollar value of the DEA award by the volume weighted average price of shares over the five trading days before the date of Non-Executive Director approval.</p> <p>The Managing Director &amp; CEO becomes eligible to receive one fully paid Steadfast ordinary share per DEA, subject to his continuing employment with the Group for the three-year period from the grant date and meeting performance hurdles, and subject to the discretion of the Non-Executive Directors.</p> <p>These rights will not accrue notional dividends and may accrue, subject to Board discretion, any bonus element inherent in any rights issue, which will be paid as additional fully paid shares upon vesting.</p>
Forfeiture conditions	<p>The Non-Executive Directors retain the discretion to adjust any unpaid or unvested LTI downwards if it is appropriate to do so. Malus and clawback provisions also apply.</p> <p>The DEAs will be forfeited if the Managing Director &amp; CEO resigns before the vesting date.</p> <p>Subject to shareholder approval, if the Managing Director &amp; CEO ceases employment in the four limited circumstances (genuine retirement, death, redundancy or total and permanent disablement), any unvested rights may be paid in cash and/or fully paid Steadfast ordinary shares, subject to overall Board discretion.</p>
Change of control	<p>The DEAs vest upon a change of control.</p>

## Managing Director & CEO's remuneration

Full details of the Managing Director & CEO's awarded remuneration in respect of FY25 financial year are shown in the Remuneration Report in Steadfast's 2025 Annual Report. This comprised:

- Fixed pay: \$1,760,000;
- Maximum STI potential is 150% of fixed pay; and
- Maximum LTI potential is 75% of fixed pay.

Remuneration for the financial year ending 30 June 2026 will also comprise of fixed pay, STI potential and LTI potential, which are dependent on a number of factors, as set out in pages 54 to 77 of the Remuneration Report in Steadfast's 2025 Annual Report, including the financial performance of Steadfast, financial and non-financial risks, and outcomes for shareholders and the FY26 Remuneration Changes detailed below.

## FY26 Remuneration Changes

The FY26 changes to the STI and LTI financial metrics are set out in Steadfast's Remuneration Report, contained in the 2025 Annual Report (page 63) and include the following:

### FY26 STI Plan

Purpose and link to strategy	Balanced Scorecard Performance Based at-risk subject to overall Board discretion
Company Balanced Scorecard (page 54 of Steadfast's 2025 Annual Report)	This will include the use of a company balanced scorecard of metrics to determine the incentive pool available for distribution. Up to 65% of the balanced scorecard will be based on financial measures across underlying NPAT and several strategic measures and 35% on non-financial measures across other strategic measures, customer / subsidiary, people and risk & reputation. Once the overall pool is determined from the above measures, all participants in the plan will retain an individual Key Performance Indicators (KPI) scorecard to assess their performance. It is anticipated that all of the KMPs' KPIs will include 70% weight on the Group financial results and 30% on individual financial and non-financial metrics. Importantly, the gateway for earning any STI will continue to be the achievement of targeted financial results and exceeding TOGETHER values targets. The composition of cash and deferred equity STI will not change. These changes are being introduced to allow for greater focus on the broader strategic objectives of Steadfast Group and to drive individual accountability, performance and differentiation of awards.

### FY26 LTI Plan


1. **TSR** 50% Based on TSR measured against ASX200 ex miners

TSR Hurdle	% of Award
Equal to less than 50% percentile of peer group	0%
Greater than 50% but less than 75 <sup>th</sup> percentile of peer group	straight line between 25% to 100%
Equal to or exceeding 75 <sup>th</sup> percentile of peer group	100%

2. **EPS** 50% based on average underlying diluted EPS over future 3-year vesting period.

EPS Hurdle	% of Award
Below 8.5%	0%
At 8.5%	25%
8.5% - 11.5%	Straight line from 25% to 100%
11.5% or greater	100%

## LODGE YOUR VOTE

-  **ONLINE**  
<https://au.investorcentre.mpms.mufg.com>
-  **BY MAIL**  
Steadfast Group Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Steadfast Group Limited (the **Company**) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chair of the Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair 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 Friday, 31 October 2025** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000** or logging in online at <https://meetings.lumiconnect.com/300-194-649-421>. To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at <https://investor.steadfast.com.au/investor-centre/>.

**Important Note for Items 4 to 8:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention on remuneration related matters (Items 4 to 8), you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Items 4 to 8, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

### 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 ☒

#### Items

For Against Abstain\*

For Against Abstain\*

2 Re-election of Director –  
Ms Joan Cleary

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 FY24 - grant of equity to Mr Robert Kelly AM, Managing Director & CEO

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Director –  
Mr Michael Goodwin

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7 Approval of termination benefits for Mr Robert Kelly AM, Managing Director & CEO

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Adoption of the 2025 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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8 Approval of termination benefits generally

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 FY25 - grant of equity to Mr Robert Kelly AM, Managing Director & CEO

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

SDF PRX2501N



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

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Items 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:

- (a) 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
- (b) 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 Company's share 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.mpms.mufg.com/en/mufg-corporate-markets](http://www.mpms.mufg.com/en/mufg-corporate-markets).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 29 October 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/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).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

Steadfast Group Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\* During business hours (Monday to Friday, 9:00am–5:00pm)