

EXPERIENCECO

NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM/Meeting**) of Experience Co Limited (ASX:EXP) (**EXP or the Company**) will be held as follows:

Date: Wednesday 19 November 2025

Time: 12:30 pm (AEDT)

Place: RSM Offices, Level 7, 1 Martin Place, Sydney, NSW 2000

In accordance with the provisions of the Corporations Act, the Notice of Meeting including the explanatory notes (**Notice**) is being made available to shareholders electronically only and physical copies will not be dispatched to shareholders (unless a shareholder requests a copy).

This means:

- A copy of the Notice is attached and available for download at: www.InvestorServe.com.au or via the EXP website at: www.experienceco.com/investor-centre.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Notice and proxy form.
- Shareholders who have not elected to receive communications electronically, will receive a copy of this letter and a personalised proxy form by post.

A copy of the FY25 Annual Report is also available for download at:
www.experienceco.com/investor-centre.

If you are unable to access the Notice online please contact Boardroom, the Company's share registry, on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to arrange a copy.

We encourage all shareholders to lodge a directed proxy form as soon as possible in advance of the Meeting even if you are planning to attend the Meeting.

Electronic communications are convenient, efficient, cost effective and importantly reduces the impact on the environment. The Company encourages its shareholders to receive all communications from EXP electronically. To do this, please update your communication elections online at www.InvestorServe.com.au. If you have not yet registered with Boardroom, you will need your shareholder information including SRN/HIN.

Yours sincerely



Kerry Robert East (Bob)
Chair
17 October 2025

2025

ANNUAL GENERAL MEETING



FITZROY ISLAND | CAIRNS | AUSTRALIA

Experience Co Ltd (**EXP or the Company**), one of Australia and New Zealand's leading adventure tourism operators, advises that the 2025 Annual General Meeting (**AGM**) of the Company for purposes of transacting the items of business set out in this Notice of Meeting (**Notice**), will be held on:

Date: Wednesday 19 November 2025

Time: 12:30 pm (AEDT)

Place: RSM offices, Level 7, 1 Martin Place, Sydney, NSW 2000

Explanatory Notes

All information included in this Notice should be read in conjunction with the Explanatory Notes, which form part of this Notice.

Voting Information & Proxy Form

Please read the Voting Information section to understand your voting eligibility.

ORDINARY BUSINESS

FY25 Financial and Other Reports

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

The FY25 Annual Report can be viewed on the EXP website: www.experienceco.com/investor-centre.

Resolution 1 - FY25 Remuneration Report

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

"That the Remuneration Report contained in the Directors' Report for the financial year ended 30 June 2025 be adopted."

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

Resolution 2 - Re-election of Michelle Cox (Michelle) as Non-Executive Director

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

"That Michelle Cox, who retires in accordance with clause 11.5 of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Resolution 3 - Approval of the EXP Employee Incentive Plan (EEIP)

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

*"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, shareholders approve the EXP Employee Incentive Plan (**EEIP**), for the issue of Equity Securities as incentives in accordance with the rules of the EEIP". Material terms of the EEIP are summarised in the Explanatory Notes and a copy of the rules are available on the Company's Investor website at www.experienceco.com/investor-centre.*

Resolution 4 - Grant of Options to the Chief Executive Officer (CEO) of the Company

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

*"That, for the purposes of Section 208 of the Corporations Act 2001 (Cth), ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant a maximum of 15,000,000 Options, to John O'Sullivan, or his nominee, under the EEIP and on the terms set out in the Explanatory Notes (**Options**)"*

Refer to pages 10 and 11 for Voting Exclusions in respect of resolutions 1, 3 and 4.

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice and are intended to assist in consideration of the business proposed at the AGM.

Questions

The Company invites you to submit questions (relevant to the business of the AGM or in relation to the conduct of the audit for the year ended 30 June 2025) in writing to the Company or to the Company's auditor, at either of the addresses below. Written questions must be received no later than 5:00 pm (AEDT) on Wednesday 12 November 2025.

Email address: f.vanwyk@experienceco.com

By mail to:

The Company Secretary
Experience Co Limited
Level 5, 89 York Street, Sydney NSW 2000

During the AGM, the Chair will address as many of the more frequently raised shareholder questions as reasonable. Individual responses will not be sent to shareholders.

ORDINARY BUSINESS

FY25 Financial Reports

The Corporations Act 2001 (Cth) (**Corporations Act**) requires that the Financial Report, the Directors' Report and the Auditor's Report for each financial year (**Financial Reports**), be laid before the AGM. The Constitution also provides for the Financial Reports to be received and considered at the AGM.

Neither the Corporations Act nor the Constitution requires a vote of shareholders at the AGM on the Financial Reports.

Shareholders will be given a reasonable opportunity to raise questions on the Financial Reports at the AGM. In addition, a reasonable opportunity will be given to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

Resolution 1 – FY25 Remuneration Report

The Corporations Act requires that the Directors prepare the Remuneration Report as set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity to comment or raise questions in relation to the Remuneration Report at the AGM.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board recommends that shareholders vote **in favour** of this resolution.

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

Refer page 10 for Voting Exclusions in respect of resolution 1.

Resolution 2 - Re-election of Michelle Cox (Non-Executive Director and Member of EXP's Audit & Risk Committee and Remuneration & Nomination Committee)

In accordance with clause 11.5 of the Constitution of the Company, one-third of the Directors or the number nearest to but not more than one-third of the Directors, must retire at each AGM.

Michelle Cox was re-elected as a Non-Executive Director at the 2022 AGM. Michelle retires as a Director in accordance with clause 11.5 of the Company's Constitution and offers herself for re-election at the AGM.

Experience and Background

Michelle has been in the travel and tourism sector for over 25 years. She has held Executive and Director roles at Bastion Collective, STA Travel and APT Group of Companies. She also held Non-Executive roles with Tourism Tasmania, Australian Tourism Export Council (NT Chair), Central Australian Tourism Industry Association (Deputy Chair) and the NT Business Women's Consultative Council Advisory Board.

Michelle is currently a Non-Executive Chair of Motherless Daughters Australia.

Michelle is also a Graduate Member of the Australian Institute of Company Directors (GAICD).

Board Recommendation

*The Directors unanimously recommend that Michelle be re-elected as a Director of the Company and that shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

Resolution 3 - EXP Employee Incentive Plan (EEIP)

The EEIP incorporates both a broad-based equity participation scheme for eligible employees as well as incentive schemes for senior executives including Key Management Personnel (**KMP**) of the Company.

Background

ASX Listing Rule 7.1 provides that a company must not issue equity securities (as that term is defined in the ASX Listing Rules) or agree to issue equity securities without the approval of shareholders if, over a rolling 12-month period, the number of equity securities to be issued exceeds 15% of the number of ordinary securities on issue at the start of that 12-month period (excluding any issue of equity securities issued with shareholder approval, among other exceptions) (**15% Placement Capacity**). However, Exception 13(b) to ASX Listing Rule 7.2 provides that an issue of securities under an employee incentive scheme within 3 years after the scheme has been approved by holders of ordinary securities is an exception to ASX Listing Rule 7.1 and therefore does not use the Company's 15% Placement Capacity. A summary of the material terms of the EEIP is set out below and a copy of the rules of the EEIP is available on the Company's investor website at www.experienceco.com/investor-centre.

If shareholders approve this resolution, the EEIP will take effect immediately, and the Company will be able to issue securities under the EEIP without further shareholder approval for a period of three years from the date of the AGM, in accordance with Listing Rule 7.2 Exception 13.

If this resolution is not approved, the Company will not be able to rely on Listing Rule 7.2 Exception 13 and any issues of securities under the EEIP will instead reduce the Company's available placement capacity under Listing Rule 7.1.

Shareholder approval is being sought, in resolution 4, for the grant of Options under the EEIP to the CEO the Company.

Summary of the material terms of the EEIP

a) **Eligibility**

The Board has the discretion to determine eligibility to participate in the EEIP. Subject to the ASX Listing rules and the Corporations Act, any full-time or permanent part-time employee or officer or Executive Director of the Company is entitled to participate in the EEIP.

b) **Number of equity securities issued under the EEIP since last approved**

The Company has previously issued 15,228,461 equity securities under the EEIP since the EEIP was last approved at the 2022 Annual General Meeting.

c) **Maximum number of equity securities to be issued under the EEIP**

The maximum aggregate number of equity securities proposed to be issued under the EEIP is a total of 5% of the issued share capital of the Company (a total of 37,803,495 equity securities) for the purposes of Exception 13(b) of Listing Rule 7.2. This maximum number is not intended to be a prediction of the number of securities to be issued under the EEIP, rather it is intended to be a ceiling on the number of equity securities approved to be issued under the EEIP and for the purposes of Exception 13(b) of Listing rule 7.2.

d) **Vesting and exercise conditions**

The vesting of any equity securities issued under the EEIP may be conditional on the satisfaction of performance and/or service conditions as determined by the Board. The exercise of vested equity securities may also be subject to certain conditions.

e) **Exercise Price**

Subject to determination by the Board, equity securities issued under the EEIP may be issued at no cost to the participants. Options may be subject to payment of an exercise price by participants or the election by participants of a cashless exercise in accordance with the terms of the grant and as defined in the EEIP.

f) **Forfeiture**

Equity securities issued under the EEIP may be subject to forfeiture, including without limitation if the relevant participant breaches the terms of the EEIP or if the Board determines that a participant has committed an act of fraud, is ineligible to hold office for the purposes of Part 2D.6 of the Corporations Act (as relevant) or is found to have acted in a manner that the Board considers constitutes gross misconduct.

g) **Cessation of Employment**

Subject to the terms of issue, unvested equity securities issued under the EEIP lapse immediately unless the terms of the offer or the Board in its absolute discretion provides otherwise.

h) **Change of Control**

The Board, in its absolute discretion, may determine that some or all unvested equity securities vest, taking into account the service period that has elapsed since the securities were granted, the performance of the Company against the performance measures to the time of the change in control, and the circumstances leading up to the change in control.

i) **No dealing or hedging**

Participants in the EEIP are not permitted to enter into transactions or arrangements, including by way of derivatives or by entering into similar financial products, which limit the economic risk of holding unvested equity securities.

j) **Continued operation of the plan**

Subject to the ASX Listing Rules, the EEIP may be suspended, terminated or amended at any time by the Board.

k) **Voting exclusion statement:** A voting exclusion statement is set out on page 11.

Board Recommendation

*The Directors are of the view that the EEIP is appropriate for the business and is in the best interests of shareholders and therefore recommends that shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

Refer to page 11 for Voting Exclusions in respect of resolution 3.

Resolution 4 – Grant of Options as Long Term Incentive to the Chief Executive Officer (CEO) of the Company under the EXP Employee Incentive Plan (EEIP)

During the year, the Nomination and Remuneration Committee considered the current structure of EXP's long-term incentive plan to ensure it was fit for purpose in relation to the current priorities of the business.

The Directors determined that the grant of the Options is a more appropriate long-term incentive for the CEO of the Company and aligns with the interests of shareholders. Ensuring John O'Sullivan's overall remuneration package remains competitive, is aligned with market remuneration for comparable roles in the industry and appropriately incentivises John O'Sullivan to deliver long-term shareholder value, the Directors approved the grant of a total of 15,000,000 Options under the Company's long-term incentive plan to John O'Sullivan.

Material Terms of the Options

The Company is proposing to grant a maximum of 15,000,000 Options to John O'Sullivan.

The Board believes that part of John O'Sullivan's remuneration should be at risk and should involve equity interests in the Company. This approach is consistent with market practice in executive remuneration.

The Board does not intend to offer John O'Sullivan any additional long-term equity incentives under the EEIP (or otherwise) during the vesting period.

ASX Listing Rule 10.14 requires shareholder approval be obtained for the grant of Options, to either a Director of the Company, an associate of a Director, or a person whose relationship with the company or a Director is, in ASX's opinion, such that approval should be obtained, that will be settled by the issue of shares, rather than purchasing shares on market to settle the Options.

If shareholder approval is obtained under Listing Rule 10.14, the Company will proceed with the grant of 15,000,000 Options to John O'Sullivan and further approval will not be required under Listing Rule 10.11 for the same issue and exception 14 of ASX Listing Rule 7.2 will apply so that the issue of shares on exercise of any vested Options will not use the Company's 15% Placement Capacity. If this resolution is not passed, the Company will not be permitted to grant the Options to John O'Sullivan under the EEIP and the Board will consider alternative long-term incentive remuneration arrangements for John O'Sullivan which may include a cash award aligned with the value of the proposed Options and be subject to the same terms and vesting conditions as for the Options.

A summary of the material terms of the securities to be granted to John O'Sullivan are included below. The material terms of the EEIP are set out on page 6 and a copy of the rules of the EEIP are available on the Company's investor website at www.experienceco.com/investor-centre.

Requirements of ASX Listing Rule 10.15

John O'Sullivan is a Director of the Company and falls within Listing Rule 10.14.1 As such the proposed grant of Options to John O'Sullivan requires shareholder approval. The following information in relation to the Options proposed to be granted to John O'Sullivan pursuant to this resolution is provided in accordance with ASX Listing Rule 10.15:

a) **Number of securities**

A maximum of 15,000,000 Options.

b) **Price of securities**

The Options will be granted for no consideration. The exercise price of the Options is as follows:

- Tranche 1: \$0.14 per Option (7,500,000 Options)
- Tranche 2: \$0.16 per Option (7,500,000 Options)

On exercise, in lieu of paying the Exercise Price, a Cashless Exercise may be elected – i.e. the issue of the number of Shares equal in value to the positive difference between the Fair Market Value of the Shares on the date of exercise and the exercise price that would otherwise be payable to exercise the Options.

- c) The Options will vest on 30 June 2028 subject to continued employment with EXP or any EXP Group Company until vesting date. Unvested Options will automatically lapse unless the Directors in their absolute discretion determine otherwise.
- d) Exercise of the Options is subject to satisfaction of the vesting condition and payment of the exercise price outlined in b) above. Subject to b) above, each Option, upon vesting and exercise entitles John O'Sullivan, or his nominee, to receive up to one fully paid ordinary share in the Company.
- e) The Options will expire 2 years after the vesting date.

f) **Valuation of Options**

In accordance with ASX Listing Rule 10.15.6, the Company advises that the Options proposed to be granted have been independently valued using the Black-Scholes option pricing model as of the date the Board approved the terms of the Options (27 August 2025).

The indicative value attributed to the Options is based on the following assumptions at the time of valuation:

- Share price: \$0.135
- Exercise price: \$0.14 (Tranche 1) and \$0.16 (Tranche 2)
- Expected term: 4.6 years
- Volatility: 62%
- Risk-free interest rate: 3.59%
- Dividend yield: 0%

Based on these assumptions, the indicative value per Option is \$0.071 for Tranche 1 and \$0.067 for Tranche 2. The indicative total value of the Options is approximately \$1,035,189.

- g) John receives fixed and variable remuneration via short-term and long-term incentive arrangements. Details of John O'Sullivan's current annual remuneration package for FY26 is set out below:

Remuneration	Gross salary of \$540,750 (FAR) per annum (exclusive of statutory superannuation contributions)
Short-Term Incentive (STI)	A maximum short-term incentive at 100% of FAR (comprising cash and/or equity) subject to agreed short-term performance targets and at the Board's discretion.
Long-Term Incentive (LTI)	Long-Term Incentive as proposed in this resolution.

h) **Rights or Options granted to John O'Sullivan under the EEIP**

The total number of Performance Rights and Service Rights (Rights) that have been issued to John O'Sullivan is 13,920,776. To date 2,698,362 Rights have vested and been exercised and 8,222,414 Rights have lapsed due to performance conditions not being met. Currently 3,000,000 unvested Performance Rights remain on foot. The Rights were granted for nil consideration and no price was paid on vesting or exercise of the Rights. No Options have previously been granted to John O'Sullivan.

i) **No loans given to acquire securities**

No loan will be provided by the Company in connection with the grant of the Options to John O'Sullivan.

j) **Issue of Options**

Subject to receiving shareholder approval, the Company will grant the Options to John O'Sullivan as soon as practical and in any event within 12 months after the date of this AGM.

k) **Details of securities issued**

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

- l) **Approval for persons covered by 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 EEIP after this resolution is approved, and who are not named in this Notice, will not participate until approval is obtained under that rule.
- m) **Voting exclusion statement**
A voting exclusion statement is set out on page 11.
- n) **Vesting Conditions**
The Options will vest if John O'Sullivan remains continuously employed with EXP or any EXP Group Company until 30 June 2028. The expiry date of the Options is 2 years after the vesting date.

Board Recommendation

*Each of the Directors (other than John O'Sullivan) recommends the grant of the Options to John O'Sullivan and recommends that shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

Refer to page 11 for Voting Exclusions in respect of resolution 4.

VOTING INFORMATION

Entitlement to Vote

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Act that, for the purpose of entitlement to vote at the AGM, shares will be taken to be held by those who hold them at 7:00 pm on Monday 17 November 2025.

Majority Required

All resolutions are ordinary resolutions and require the approval of 50% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

How to Vote

Voting Methods

Shareholders can vote in one of the following ways:

- By attending the meeting and casting votes in person;
- Using the online voting facility, either in person, by attorney or in the case of corporate shareholders, by a corporate representative; or
- By appointing a proxy to attend and vote at the meeting on your behalf by following the instructions on the proxy form.

Voting on the items set out in this Notice will be conducted by Poll.

Voting Deadline

To be valid, the form appointing a proxy (instructions on proxy form) must be completed by 12:30 pm (AEDT) on Monday 17 November 2025 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Proxy appointments received after this time will be invalid.

Proxy Voting

To appoint a proxy, shareholders must visit <https://www.votingonline.com.au/expagm2025> and follow the prompts and instructions. Shareholders will need their Voting Access Code (VAC) which is on your proxy form or by contacting Boardroom Pty Ltd (Boardroom) on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) for assistance.

For proxy appointments to be effective, they must be completed by the time specified in the Voting Deadline section of this Notice.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf, and on a poll, the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

A proxy need not be a shareholder of EXP.

The Corporations Act provides the following for the processing of proxy votes.

Directed Proxy Votes

If you appoint someone other than the Chair of the meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chair of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Undirected Proxy Votes

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of EXP's Key Management Personnel or their closely related parties voting as a proxy on resolutions 1, 3 and 4, if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting as they think fit.

Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

If you wish to appoint a Director (other than the Chair) or other member of EXP's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on resolution 1 by completing the "For", "Against" or "Abstain" boxes.

The Chair will exercise your vote on your behalf on all resolutions as he sees fit, if you appoint the Chair as your proxy, but do not direct him how to vote (in which case the Chair will vote **in favour** of each resolution).

Revocation of proxies

Any revocation of proxies must be made at <https://www.votingonline.com.au/expagm2025> before the time of the commencement of the meeting.

Voting by Corporations

To vote at the AGM (other than by proxy), a corporation that is a shareholder must appoint a person to act as its representative. A letter of representation, including any authority under which it is signed, must be lodged with Boardroom prior to the commencement of the AGM.

Proxy Voting by Chair

The Chair of the AGM intends to vote all undirected proxies **in favour** on all resolutions.

Voting Exclusions

Resolution 1 – Adoption of Remuneration Report

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act) details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) of such a member. However, a person (the voter) described above may cast a vote on resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on resolution 1; or
- b) the voter is the Chair of the AGM and the appointment of the Chair of the AGM as proxy does not specify the way the proxy is to vote on resolution 1; and expressly authorises the Chair to exercise the proxy even though resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 3 – Approval of EXP Employee Incentive Plan (EEIP)

Voting Exclusion:

The Company will disregard any votes cast in favour of resolution 3 by anyone who is eligible to participate in the EEIP or any associate of any person who is eligible to participate in the EEIP. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- c) a person as proxy for a person who is entitled to vote on resolution 3, in accordance with directions given to the proxy to vote on resolution 3 in that way; or
- d) the Chair of the meeting as proxy for a person who is entitled to vote on resolution 3, in accordance with a direction given to the Chair to vote on resolution 3 as the Chair decides; or
- e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on resolution 3; and
 - ii. The holder votes on resolution 3 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on resolution 3 if:

- a) the proxy is either:
 - i. a member of the Key Management Personnel; or
 - ii. a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on resolution 3.

Resolution 4 – Grant of Options as Long Term Incentive to Chief Executive Officer (CEO) of the Company under the EXP Employee Incentive Plan (EEIP)

Voting Exclusion:

The Company will disregard any votes cast in favour of resolution 4 by John O'Sullivan or any associate of John O' Sullivan. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- c) a person as proxy for a person who is entitled to vote on resolution 4, in accordance with directions given to the proxy to vote on resolution 4 in that way; or
- d) the Chair of the meeting as proxy for a person who is entitled to vote on resolution 4, in accordance with a direction given to the Chair to vote on resolution 4 as the Chair decides; or
- e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on resolution 4; and
 - ii. The holder votes on resolution 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on resolution 4 if:

- a) the proxy is either:
 - i. a member of the Key Management Personnel; or
 - ii. a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on resolution 4.

Further Information

If you are unable to access any of the AGM documents online please contact Boardroom on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to arrange a copy.

By order of the Board



Fiona van Wyk
Company Secretary
17 October 2025

EXPERIENCECO

Experience Co Limited ACN: 167 320 470

Corporate Directory

Directors:

Kerry Robert (Bob) East (Chair of Board)
Anthony Boucaut
Neil Cathie
Michelle Cox
Alex White
John O'Sullivan

Company Secretary:

Fiona van Wyk

Registered Office:

Level 5, 89 York Street, Sydney, NSW 2000

Principal Place of Business:

Level 5, 89 York Street, Sydney, NSW 2000

Auditors:

RSM Australia Partners - Level 7, 1 Martin Place, Sydney, NSW 2000

Share Registry:

Boardroom Pty Ltd

Level 8, 210 George Street Sydney NSW 2000

ASX Listing Code:

EXP

Website:

www.experienceco.com

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:30pm (AEDT) on Monday, 17 November 2025**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/expagm2025>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, the form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:30pm (AEDT) on Monday, 17 November 2025**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/expagm2025>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Experience Co Ltd** (Company) and entitled to attend and vote hereby appoint:

☐

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 of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at the office of **RSM, Level 7, 1 Martin Place, Sydney NSW 2000 on Wednesday 19 November 2025 at 12:30pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,3 & 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1,3 & 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,3 & 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the FY25 Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Michelle Cox (Michelle) as Non-Executive Director	☐	☐	☐
Resolution 3	Approval of the EXP Employee Incentive Plan (EEIP)	☐	☐	☐
Resolution 4	Grant of Options to the Chief Executive Officer (CEO) of the Company	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDER
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2025