



Ventia Services Group Limited
ABN 53 603 253 541

Level 8, 80 Pacific Highway
North Sydney NSW 2060
AUSTRALIA

ventia.com

ASX and NZX Release

1 April 2022

2022 Annual General Meeting

Ventia Services Group Limited (**Ventia**) will hold its first Annual General Meeting (**2022 AGM**) at 10.00am on Thursday 5 May 2022 (Sydney time).

Enclosed are the following documents relating to the 2022 AGM:

- Notice of Meeting
- Voting Form
- 2022 AGM Access Notice

Copies of the above documents and associated materials will be made available on:

- Computershare's Investor Vote page for Ventia's 2022 AGM at: www.investorvote.com.au
- Ventia's website at: www.ventia.com/AGM

This announcement was authorised by the Company Secretary.

-Ends-

For further information, please contact:

Investors

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Media

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About Ventia

Ventia is a leading essential infrastructure services provider in Australia and New Zealand, proudly providing the services that keeps infrastructure working for our communities. Ventia has access to a combined workforce of more than 35,000 people, operating in over 400 sites across Australia and New Zealand. With a strategy to redefine service excellence by being client-focused, innovative and sustainable, Ventia operates across a broad range of industry segments, including defence, social infrastructure, water, electricity and gas, resources, telecommunications and transport.



NOTICE OF ANNUAL GENERAL MEETING 2022



For personal use only





Dear Shareholder,

The Board of Ventia Services Group Limited (**Ventia or Company**) is delighted to convene its first Annual General Meeting (**AGM**) as a listed entity on the ASX and the NZX (as a foreign exempt issuer).

The AGM will take place on Thursday, 5 May 2022 at 10:00am (Sydney time) as a virtual only meeting. Registration will open from 9.00am (Sydney time).

The AGM is an important event for the Company and the Board is looking forward to engaging with shareholders at the first AGM. We will provide you with an update on how we are delivering on Ventia's strategy of redefining service excellence, whilst putting health and safety at the centre of everything that we do.

We encourage shareholders to participate in the AGM online at <https://meetnow.global/M5KTRGV>.

Whilst shareholders will be able to vote online during the AGM, you are encouraged to lodge a direct vote or appoint a proxy ahead of the AGM, even if participating online. If you are unable to participate in the AGM, please lodge your direct vote or appoint a proxy ahead of the AGM. Further details on how you can participate in the AGM are set out in the following pages.

We encourage shareholders to actively participate through the online platform and ask questions online or by phone. It is important that you have the opportunity to communicate your views to us. This will include asking questions to our auditor, Deloitte.

We will attempt to address the more frequently asked questions in the Chairman's and/or Group CEO's presentations at the AGM.

Shareholders who are unable to attend the AGM or who may prefer to register questions in advance are encouraged to do so by clicking here <https://www.ventia.com/investor-centre>.

Enclosed with this letter are both the Notice of Meeting and Explanatory Statement, which contain more detailed information in respect of the items of business of the AGM and voting procedures.

We look forward to engaging with you at the AGM.

A handwritten signature in black ink, reading 'David Moffatt'.

David Moffatt
Chairman

Notice of Meeting



The 2022 Annual General Meeting (AGM) of Ventia Services Group Limited (Company or Ventia) will be held online at <https://meetnow.global/M5KTRGV>, on Thursday, 5 May 2022 at 10:00am (Sydney time). Registration will open from 9:00am (Sydney time).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the items of business to be considered at the AGM.

ORDINARY BUSINESS

1. 2021 Annual Report

To receive and consider the financial report, the directors' report and the auditor's report for the financial year ended 31 December 2021.

There is no vote on this item.

2. Adoption of 2021 Remuneration Report

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

"To adopt the 2021 remuneration report for the financial year ended 31 December 2021."

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

3. Election of Directors

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

3a: *"That David Moffatt, who retires in accordance with Rule 8.1 of the Company's Constitution and, being eligible, be elected as a Director of the Company."*

3b: *"That Kevin Crowe, who retires in accordance with Rule 8.1 of the Company's Constitution and, being eligible, be elected as a Director of the Company."*

4. Appointment of Auditor

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

"That pursuant to section 327B of the Corporations Act and for all other purposes, approval is given for the appointment of Deloitte Touche Tohmatsu as the Company's External Auditor, with effect from the date of the AGM."

Notes

If it is necessary for Ventia to give further updates on the arrangements for the AGM, we will inform Shareholders through our investor website (<https://www.ventia.com/investor-centre>) and via an announcement on the ASX and NZX.

PARTICIPATING IN THE AGM ONLINE

Shareholders must use the Share Registry's Meeting Platform to attend and participate in the AGM. To participate in the AGM, Shareholders can log in by entering the following URL <https://meetnow.global/M5KTRGV> on a computer, tablet or smartphone.

If Shareholders choose to participate in the AGM online, registration will open at 9:00am (Sydney time) on Thursday, 5 May 2022.

To participate in the AGM online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter the SRN/HIN. Proxyholders and corporate representatives will need to contact Computershare on +61 3 9415 4024 prior to the AGM to obtain their login details.
3. Enter the postcode registered to the Shareholder's holding if you are an Australian Shareholder. If an overseas Shareholder select the country of the registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

Shareholders can view the AGM live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the AGM is in progress.

Whilst Shareholders will be able to vote on the Resolutions online during the AGM in real-time, Shareholders are encouraged to lodge a direct vote or appoint a proxy ahead of the AGM, even if they are participating online. If Shareholders are unable to attend the AGM, Shareholders are encouraged to appoint a proxy or vote directly on the Voting Form.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the Online Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

Shareholders are also be able to ask questions verbally via telephone on the number that will be available on the online platform.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises.

In exercising this discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected.

Where the Chairman considers it appropriate, the Chairman may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a direct vote or appoint a proxy even if they plan to attend through the virtual platform.

Entitlement to vote

Shareholders are eligible to participate and vote at the AGM if they are registered holders of the Company's Shares at **7:00pm (Sydney time) on Tuesday, 3 May 2022**, subject to the voting restrictions described in this Notice of Meeting and Explanatory Statement.

Direct voting – prior to the AGM

Shareholders are entitled to vote directly by marking Section A "Vote Directly" on the Voting Form that accompanies this Notice of Meeting. Shareholders will then not need to appoint a proxy to act on its behalf.

A direct vote will take priority over the appointment of a proxy. For a valid direct vote to be recorded Shareholders must mark 'For', 'Against', or 'Abstain' on each Resolution. Where a direct vote has been validly submitted in advance of the AGM, the Shareholder's attendance or participation in the AGM cancels the direct vote, unless the Shareholder instructs the Company or, at its instruction, the Share Registry otherwise.

Voting by Proxy

A Shareholder is entitled to appoint a proxy to attend and vote on its behalf. To do so, Shareholders should mark Section B "Appoint a Proxy" on the Voting Form to appoint the Chairman of the AGM as its proxy or insert the name of its alternative proxy in the space provided.

The following applies in terms of proxy appointments:

- a proxy need not be a Shareholder, and may be an individual or a body corporate;
- a Shareholder entitled to cast two or more votes may appoint two proxies; and
- where two proxies are appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the votes each proxy may exercise, each proxy may exercise half of that Shareholder's votes.

Chairman's Voting Intentions

The Chairman intends to vote undirected proxies in favour of the Resolutions set out in this Notice of Meeting.

If a Shareholder appoints the Chairman as their proxy, expressly or by default, and they do not direct the Chairman how to vote on a Resolution, by completing and returning the Voting Form, they will be expressly authorising the Chairman to exercise the proxy and vote as the Chairman sees fit on a Resolution, even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Corporate Representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should provide satisfactory evidence of their appointment prior to the commencement of the AGM, including any authority under which it is signed, unless it has been given previously to the Company.

How to submit a Voting Form

Online:	Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.	
By Mail:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia	
By Fax:	1800 783 447	within Australia or +61 3 9473 2555 outside Australia

To be effective, direct votes or proxy appointments must be received by **10:00 am (Sydney time) on Tuesday, 3 May 2022.**

All Resolutions will be by poll

The Chairman intends to call a poll on each of the Resolutions set out in this Notice of Meeting.

Voting restrictions on Resolution 2 (2021 Remuneration Report)

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Company's KMP whose remuneration details are included in the 2021 Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the vote is cast;
- as proxy by a person who is a member of the KMP on the date of the AGM and their Closely Related Parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 2:

- in accordance with a direction on the proxy form; or
- by the Chairman pursuant to an express authorisation to exercise the proxy even though Resolution 2 is connected with the remuneration of the Company's KMP.

Questions and comments from Shareholders

A reasonable opportunity will be given to Shareholders, as a whole, to ask questions at the AGM about, or make comments on, the 2021 Annual Report and the management of the Company.

Similarly, a reasonable opportunity will be given to Shareholders, as a whole, to ask the External Auditor, questions relevant to:

- the conduct of the audit;
- the preparation and content of the 2021 Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders attending the AGM will have the opportunity to ask questions using the online platform or by telephone (via the online platform). Please note that Shareholders may only ask questions once they have been verified.

To submit written questions to the Company or questions relating to the conduct of the audit and the content of the 2021 Auditor's Report to the External Auditor in advance of the AGM, Shareholders may do so by completing an online form on Ventia's website at <https://www.ventia.com/investor-centre> no later than **5:00pm (Sydney time) on Thursday, 28 April 2022.**

Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised, and individual responses will not be sent to Shareholders.

Definitions

Words that are defined in the Glossary have the same meaning when used in the Notice of Meeting unless the context or the definitions in the Glossary provide otherwise.

By Order of the Board



Zoheb Razvi
Group Company Secretary
Ventia Services Group Limited

Dated: 1 April 2022

Explanatory statement

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide Shareholders with an explanation of the items of business of the AGM as well as to assist Shareholders to determine how they wish to vote on each Resolution.

AGENDA ITEM 1: 2021 ANNUAL REPORT

Ventia's 2021 Annual Report, which includes the 2021 Financial Report, the 2021 Directors Report and the 2021 External Auditor Report was lodged with the ASX and NZX on 23 February 2022 and is available at <https://www.ventia.com/investor-centre/announcements>.

Printed copies of the 2021 Annual Report have been mailed to those Shareholders who have elected to receive a printed copy.

A reasonable opportunity will be given to Shareholders as a whole at the AGM to ask questions about, and make comments on, the 2021 Annual Report, however there will be no formal Resolution put to at the AGM. Ventia's External Auditor will also participate in the AGM to answer questions in relation to the conduct of the audit (including the independence of the External Auditor), the preparation and content of the 2021 Auditor's Report and the accounting policies adopted by Ventia.

AGENDA ITEM 2: ADOPTION OF 2021 REMUNERATION REPORT

Listed companies, such as Ventia, are required to provide detailed disclosures of non-executive director and executive KMP remuneration in their directors' reports. These disclosures are set out in the 2021 Remuneration Report (which forms part of the 2021 Directors' Report).

The Board strives to ensure that Ventia's remuneration framework aligns with Shareholder interests by:

- ensuring remuneration is performance driven with a focus on setting challenging targets for both financial and non-financial measures;
- placing substantial emphasis on variable ('at risk' incentive based) remuneration linked to short and long-term performance benchmarks that support Ventia's corporate strategy and future success; and
- implementing share based remuneration on a short and long-term basis.

There will be a reasonable opportunity for Shareholders to comment on, and ask questions about, the 2021 Remuneration Report.

The vote on Resolution 2 is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies. For the voting exclusions applicable to this Resolution, please refer to page 4 of this Notice of Meeting.

What is the Board's recommendation?

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

AGENDA ITEM 3: ELECTION OF DIRECTORS

In recognition of the significant contribution made by David Moffatt and Kevin Crowe during and following the Company's formation in 2014, the Board endorsed each of these Directors to be elected by the Shareholders at the AGM.

Each year, the Nominations Committee reviews the skills and experience represented on the Board and considers whether there are any issues that should be addressed through Board renewal and succession. As part of this process, the Board has reviewed the performance of each Director standing for election and has considered the contribution made to the Board and its committees by, and the skills and expertise of those Directors. For these reasons, and those outlined in each of the Directors' profiles below, the Board recommends the election of each of the following Directors.



Agenda item 3a: Election of David Moffatt



David has held the role of Chairman since the formation of Ventia.

David has over 30 years' experience in executive leadership, including as CEO, CFO and as a director for companies in the Telecommunications, Financial Services, Infrastructure Services and Media Industries. He has lived and worked in Australia, the United States, Europe and Asia.

David's previous roles include Chairman of Asurion Asia Pacific and CEO of Lebara Group.

He was Chief Financial Officer and Group MD Finance for Telstra Corporation Limited and Group MD Telstra Consumer, serving on the boards of the Telstra-affiliated businesses Foxtel, CSL (Hong Kong) and Reach (Hong Kong). He was also CEO of GE and GE Capital Australia & New Zealand.

David's community and charitable activities include being a founding director of Giant Steps, a school for autistic children, and a former director for The Australian Centre for Philanthropy and Non-Profit Studies (Queensland University of Technology (QUT)).

David holds a Bachelor Business from QUT and was recently awarded an Honorary Doctorate at QUT.

David was originally nominated to the Board by Apollo as Executive Chairman and subsequently held the position of Group CEO of Ventia on an interim basis (between November 2019 and January 2021). He is currently a senior professional adviser to Apollo Global Management. Given these matters, David is not considered by the Board to be an independent Director.

What is the Board's recommendation?

The Board, excluding Mr Moffatt, unanimously recommends that Shareholders vote in favour of Resolution 3a.

Agenda item 3b: Election of Kevin Crowe



Kevin has held the role of a Non-Executive Director since the formation of Ventia. He is the nominee Director of a substantial Shareholder of the Company, AIF VIII Singapore Pte Ltd (**Apollo**) and is therefore not considered by the Board to be an independent Director.

Kevin is a Partner in the Private Equity group of Apollo Global Management, a global alternative asset manager. He joined Apollo Global Management in 2006 and is based in London, having also spent extensive time in Apollo Global Management's New York and Hong Kong offices.

He currently holds directorships of Haydock Finance and Paratus AMC Limited. He has previously served on the Boards of Norwegian Cruise Line, Nine Entertainment Company, Prestige Cruise Holdings and Quality Distribution.

Prior to joining Apollo Global Management, Kevin was a member of the Financial Sponsors group in the Global Banking department of Deutsche Bank Securities.

Kevin graduated from Princeton University with a Bachelor of Arts in Economics and a Certificate in Finance.

What is the Board's recommendation?

The Board, excluding Mr Crowe, unanimously recommends that Shareholders vote in favour of Resolution 3b.

AGENDA ITEM 4: APPOINTMENT OF AUDITOR

Section 327B(1) of the Corporations Act requires a public company to appoint an auditor at its first annual general meeting. Accordingly, the Company is seeking Shareholder approval of the appointment of Deloitte as the Company's External Auditor.

Pursuant to section 328B of the Corporations Act, the Company has received a valid notice nominating Deloitte to be appointed as the External Auditor of the Company. A copy of the notice of nomination is set out in **Annexure A** of this Notice of Meeting. Deloitte has provided to the Company its written consent to act as the Company's External Auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, Shareholder approval is being sought to appoint Deloitte as the External Auditor of the Company.

What is the Board's recommendation?

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.



Glossary

2021 Annual Report means the annual report of Ventia for the financial year ended 31 December 2021, comprising of the 2021 Director's Report, 2021 Financial Report and the 2021 Remuneration Report.

2021 Auditor's Report means the auditor's report for the financial year ended 31 December 2021, as set out in the 2021 Annual Report.

2021 Directors' Report means the directors report of Ventia for the financial year ended 31 December 2021, as set out in the 2021 Annual Report.

2021 Financial Report means the financial report of Ventia for the financial year ended 31 December 2021, as set out in the 2021 Annual Report.

2021 Remuneration Report means remuneration report for the financial year ended 31 December 2021, as set out in the 2021 Annual Report.

Annual General Meeting or **AGM** means the annual general meeting of the Company to be held virtually at <https://www.ventia.com/investor-centre/announcements> on Thursday, 5 May 2022 at 10:00am (Sydney time).

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.

Board means the board of directors of the Company.

Chairman means the chairperson of the Board and the chairperson of the AGM.

Closely Related Party of a KMP means any of the following:

- a spouse, child or dependant of the KMP;
- a child or dependant of the KMP's spouse;
- anyone else who is one of the KMP's family and may be expected to influence, or be influenced by, the KMP in the KMP's dealings with the Company;
- a company the KMP controls; or
- a person prescribed by regulations. As at the date of this Notice of Meeting, no additional persons have been prescribed by regulation.

Company or **Ventia** means Ventia Services Group Limited ABN 53 603 253 541.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company and Director means any one of them.

Explanatory Statement means this explanatory statement that accompanies, and is incorporated as part of, the Notice of Meeting.

External Auditor or **Deloitte** means Deloitte Touche Tohmatsu, the auditor of the Company.

KMP or **Key Management Personnel** means the key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. It includes all Directors, the Group Chief Executive Officer and Chief Financial Officer. The KMPs during the year ended 31 December 2021 are listed in the 2021 Remuneration Report contained in the 2021 Annual Report.

Listing Rules means the official listing rules of ASX.

Notice of Meeting means this Notice of Annual General Meeting and the accompanying Explanatory Statement.

NZX means the New Zealand's Exchange.

Resolution means a resolution set out in the Notice of Meeting.

Shares means a fully paid ordinary shares in the Company.

Shareholder means a holder of at least one Share.

Share Registry means Computershare Investor Services Pty Ltd.

Annexure A

– Nomination of Deloitte as External Auditor

Zoheb Razvi
Group Company Secretary
Ventia Services Group Limited
Level 8, 80 Pacific Highway,
North Sydney NSW 2060

18 March 2022

Dear Zoheb

Ventia Services Group Limited – Notice of Nomination of Auditor

I am a member of the Company.

I nominate Deloitte Touche Tohmatsu as the auditor of Ventia Services Group Limited.

The notice of nomination has effect for the purposes of section 328B of the *Corporations Act 2001 (Cth)* and for all other purposes.

Kind Regards



Mark Ralston

For personal use only



Ventia Services Group Limited
ABN 53 603 253 541

VNT

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote or proxy appointment to be effective it must be received by **10:00am (Sydney time)** on **Tuesday, 3 May 2022**.

Voting Form

How to Vote on Items of Business

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

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a Shareholder of the Company. If you do not specify who is to be your proxy, or your named proxy does not attend the AGM or does not vote on a poll in accordance with your directions, the Chairman of the Meeting will be your proxy.

Voting restrictions for members of the key management personnel (KMP)

Please note that if you appoint a member of the KMP or one of their Closely Related Parties as your proxy, they will not be able to vote your proxy on Resolution 2, unless you direct them how to vote or you appoint the Chairman of the Meeting as your proxy.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, one Shareholder may sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Share Registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE AGM

Corporate Representative

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

Lodge your Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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



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



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

Step 1

Indicate How Your Vote Will Be Cast *Select one option only*

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At the Annual General Meeting of Ventia Services Group Limited to be held online at <https://meetnow.global/M5KTRGV> on Thursday, 5 May 2022 at 10:00am (Sydney time) and at any adjournment or postponement of that AGM, I/We being Shareholder/s of Ventia Services Group Limited direct the following:

A Vote Directly ☐ Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B Appoint a proxy to vote on your behalf ☐ I/We hereby appoint:
The Chairman of the Meeting OR
PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).
or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the AGM on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default) by completing and returning this form, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in Step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman of the Meeting.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in Step 2.

Step 2

Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
2. Adoption of the 2021 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a. Elect David Moffatt as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b. Elect Kevin Crowe as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

VNT

999999A



Computershare





Ventia Services Group Limited
ABN 53 603 253 541

Need assistance?



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



Online:
www.investorcentre.com/contact

VNT

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

Ventia Services Group Limited Annual General Meeting



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

Ventia Services Group Limited's Annual General Meeting (AGM) will be held on Thursday, 5 May 2022 at 10:00am (Sydney time).

The AGM will be held online through an online platform at <https://meetnow.global/M5KTRGV>

Meeting Documents and How to Participate

You can access the Notice of Meeting, Annual Report, voting form and other documents at www.investorvote.com.au using the above information or use a mobile device to scan the QR code above.

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For instructions refer to the online user guide at www.computershare.com.au/virtualmeetingguide

You may also submit questions in advance of the AGM.

You can request a hard copy of the Notice of Meeting or voting form by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

For your direct vote or proxy appointment to be effective it must be received by 10:00am (Sydney time) on Tuesday, 3 May 2022.

Questions?

For more information, please contact our share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)