

Dear Shareholder,

Johns Lyng Group Limited: 2023 Annual General Meeting

On behalf of the Board of Directors, it is my pleasure to invite you to attend the 2023 Annual General Meeting (**AGM**) of Johns Lyng Group Limited (**Johns Lyng** or the **Company**).

The meeting will be held at the **Bayside Room, RACV City Club at 501 Bourke Street, Melbourne Victoria 3000 on Thursday, 23 November 2023 at 10:30 am (AEDT)**.

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

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

- By hand delivery Link Market Services
Level 12, 680 George Street
Sydney NSW 2001
- By post C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia
- By facsimile +61 2 9287 0309; or
- Online www.linkmarketservices.com.au, instructions as follows:
Select 'Investor Login' and enter Johns Lyng Group Limited or the ASX Code: JLG in the Issue name field, your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Proxy Forms and Powers of Attorney must be received by the **Proxy Deadline being 10:30 am (AEDT) on Tuesday, 21 November 2023**. Proxy forms received later than this time will be invalid.

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

We look forward to welcoming you to the meeting.

Yours faithfully,



Peter Nash
Chairman
Johns Lyng Group Limited

Notice of Annual General Meeting

JOHNS LYNG GROUP LIMITED ACN 620 466 248



Notice is hereby given that the Annual General Meeting of Johns Lyng Group Limited (**Company**) will be held in the Bayside Room at the RACV City Club, 501 Bourke Street, Melbourne, Victoria on Thursday 23 November 2023 at 10.30 am (AEDT) (**Meeting**).

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

BUSINESS OF THE MEETING

Item 1 – Financial Statements and Reports

To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2023.

Note:

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

Item 2 – Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2023 be adopted.”

Note:

- The Remuneration Report is set out in the Directors' Report, included within the Annual Report for the financial year ended 30 June 2023;
- In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the directors or the Company; and
- A voting prohibition applies to this Resolution (see Explanatory Memorandum for details).

Item 3 – Re-election of Directors

Item 3A – Re-election of Non-Executive Chair, Peter Nash

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

“That Mr Peter Nash, having retired from his office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”

Note:

- Information about Mr Peter Nash, who is seeking re-election under Item 3A, appears on page 9 in the Explanatory Memorandum.

Item 3B – Re-election of Non-Executive Director, Curtis Mudd

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

“That Mr Curtis Mudd, having retired from his office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”

Note:

- Information about Mr Curtis Mudd, who is seeking re-election under Item 3B, appears on page 10 in the Explanatory Memorandum.

Item 3C – Re-election of Non-Executive Director, Peter Dixon

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

“That Mr Peter Dixon, having retired from his office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”

Note:

- Information about Mr Peter Dixon, who is seeking re-election under Item 3C, appears on page 10 in the Explanatory Memorandum.

Item 3D – Re-election of Executive Director, Nicholas Carnell

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

“That Mr Nicholas Carnell, having retired from his office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”

Note:

- Information about Mr Nicholas Carnell, who is seeking re-election under Item 3D, appears on page 11 in the Explanatory Memorandum.

Item 3E – Re-election of Executive Director, Adrian Gleeson

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

“That Mr Adrian Gleeson, having retired from his office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”

Note:

- Information about Mr Adrian Gleeson, who is seeking re-election under Item 3E, appears on page 11 in the Explanatory Memorandum.

Item 4 – Employee Incentive Plans

Item 4A - Approval of Employee and Executive Incentive Plan

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

“That the Employee and Executive Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice, be approved for the purposes of ASX Listing Rule 7.2 Exception 13.”

Note:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details).

Item 4B – Approval of Employee Loan Plan

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

“That the Employee Loan Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice, be approved for the purposes of ASX Listing Rule 7.2 Exception 13 and the definition of ‘employee share buy-back’ in section 9 of the Corporations Act.”

Note:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details).

Item 5 – Issue of Performance Rights to Executive Directors

Item 5A – Issue of Performance Rights to Mr Scott Didier AM

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

“That the grant of 55,059 Performance Rights to Mr Scott Didier AM (or his nominee(s)) under the Employee and Executive Incentive Plan, on the terms set out in the Explanatory Memorandum, is approved under and for the purposes of ASX Listing Rule 10.14 and for all other purposes.”

Notes:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details); and
- The Board (with Mr Scott Didier AM abstaining) recommends that shareholders vote in favour of Item 5A.

Item 5B – Issue of Performance Rights to Mr Adrian Gleeson

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

“That the grant of 65,381 Performance Rights to Mr Adrian Gleeson (or his nominee(s)) under the Employee and Executive Incentive Plan, on the terms set out in the Explanatory Memorandum, is approved under and for the purposes of ASX Listing Rule 10.14 and for all other purposes.”

Note:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details); and
- The Board (with Mr Adrian Gleeson abstaining) recommends that shareholders vote in favour of Item 5B.

Item 5C – Issue of Performance Rights to Mr Nicholas Carnell

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

“That the grant of 65,381 Performance Rights to Mr Nicholas Carnell (or his nominee(s)) under the Employee and Executive Incentive Plan on the terms set out in the Explanatory Memorandum is approved under and for the purposes of ASX Listing Rule 10.14 and for all other purposes.”

Notes:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details); and
- The Board (with Mr Nicholas Carnell abstaining) recommends that shareholders vote in favour of Item 5C.

Item 6 – Issue of Loan Shares to Chair, Peter Nash

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to issue Loan Shares to Mr Peter Nash (or his nominee(s)) on or about each anniversary of his appointment as a Director pursuant to the Employee Loan Plan and on the terms set out in the Explanatory Memorandum accompanying this Notice.”

Note:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details); and
- The Board (with Mr Peter Nash abstaining) recommends that shareholders vote in favour of Item 6.

Item 7 – Auditor Appointment

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

“That, pursuant to s327B of the Corporations Act and for all other purposes, KPMG, who has consented in writing to act as auditor of the Company, be appointed auditor of the Company effective as at the close of the meeting or such later date as ASIC provides its consent.

Note:

- The Board recommends that shareholders vote in favour of Item 7.

Item 8 – Section 260B Shareholder Approval

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

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

Notes:

- A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Memorandum for details); and
- The Board recommends that shareholders vote in favour of Item 8.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 pm (AEDT) on Tuesday, 21 November 2023 (**Entitlement Time**).

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

ANNUAL REPORT

Copies of the Company's Annual Report for the financial year ended 30 June 2023 may be accessed on our website at <http://investors.johnslyng.com.au/Investors/> and via the ASX market announcements platform.

VOTING OPTIONS AND PROXIES

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

Voting by Proxy

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

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

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

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

Subject to the specific proxy provisions applying to Item 2 (Remuneration Report), Item 4A (Approval of Employee and Executive Incentive Plan), Item 4B (Approval of Employee Loan Plan), Items 5A, 5B and 5C (Performance Rights to Executive Directors) and Item 6 (Loan Shares to Chair) (see the Explanatory Memorandum below):

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

Proxy Voting by the Chair

For Item 2 (Remuneration Report), Item 4A (Approval of Employee and Executive Incentive Plan), Item 4B (Approval of Employee Loan Plan), Items 5A, 5B and 5C (Performance Rights to Executive Directors) and Item 6 (Loan Shares to Chair), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Shareholder is expressly directing the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Items 2, 4A, 4B, 5A, 5B, 5C and 6 are connected to the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of the Resolutions in the Notice of Meeting.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy, if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, no later than 10:30 am (AEDT) on Tuesday, 21 November 2023 (**Proxy Deadline**).

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

- By hand delivery Link Market Services (**Link**)
Level 12, 680 George Street
Sydney NSW 2001
- By post C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia
- By facsimile +61 2 9287 0309; or
- Online www.linkmarketservices.com.au, instructions as follows:
Select 'Investor Login' and enter Johns Lyng Group Limited or the ASX Code: JLG in the Issue name field, your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline being 10:30 am (AEDT) on Tuesday, 21 November 2023. Proxy forms received later than this time will be invalid.

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

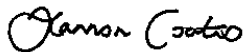
JOINT HOLDERS

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

CORPORATE REPRESENTATIVES

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

By Order of the Board



Shannon Coates
Company Secretary
23 October 2023

For personal use only

EXPLANATORY MEMORANDUM

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

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

Item 1 – Financial Statements

Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023 to be laid before the Company's 2023 Annual General Meeting. There is no requirement for a formal Resolution on this item.

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

As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 2023 Annual Report may be accessed via the ASX market announcements platform and on our website at <https://investors.johnslyng.com.au/Investors/>.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor (for the year ended 30 June 2023), Pitcher Partners, questions about the conduct of its audit of the Company's Financial Report for the year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Pitcher Partners in relation to the conduct of the audit.

Item 2 – Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report.

The Remuneration Report:

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

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

Voting Prohibition

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

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

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

Directors' Recommendation

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

Chair's Voting Intention

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

Item 3 – Re-election of Directors

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

Item 3A – Re-election of Non-Executive Director, Mr Peter Nash

Mr Peter Nash will retire at the 2023 Annual General Meeting and, being eligible under Clause 63.2 of the Constitution, offer himself for re-election as Director.

About Mr Peter Nash

Mr Peter Nash is an experienced Non-Executive Director. In addition to his role as Chairman of the Company, he also serves on the Boards of Westpac Banking Corporation, Mirvac Group and ASX Limited. In his executive career, Peter served as the National Chairman of KPMG Australia from 2011 through 2017. In this role he also served as a member of KPMG's Global and Regional Boards. His previous positions with KPMG included: Regional Head of Audit for Asia Pacific, National Managing Partner for Audit in Australia and Head of KPMG Financial Services. In his role as National Chairman, Peter was responsible for the overall governance and strategic positioning of KPMG in Australia. Peter has worked in geographically diverse and complex operating environments providing advice on a range of topics including business strategy, risk management, internal controls, business processes and regulatory change. He has also provided both financial and commercial advice to many Government businesses at both a Federal and State level. Peter also holds a number of non-for-profit Board roles including General Sir John Monash Foundation, Koorie Heritage Trust and The Social Policy Group.

Mr Nash has been a Non-Executive Director of the Company since 1 October 2017.

Directors' Recommendation

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

Chair's Voting Intention

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

Item 3B – Re-election of Non-Executive Director, Mr Curtis Mudd

Mr Curtis Mudd will retire at the 2023 Annual General Meeting and, being eligible under Clause 63.2 of the Constitution, offer himself for re-election as Director.

About Mr Curtis Mudd

Mr Curtis Mudd has over 35 years' global professional experience that includes senior roles in Human Resources at Nike. He has a successful track record of building and developing global teams that have exceeded 150,000 employees. From start-ups to Fortune 500 companies, Curtis has a high degree of expertise in a variety of wholesale and retail industry segments that include consumer products and packaged goods, personal care and beauty, natural and organic foods, software, not-for-profits and a variety of market segments in professional services. This includes significant international experience and success with major markets in Asia and Europe.

Mr Mudd was appointed as an Executive Director of the Company on 28 September 2017 and when he ceased to be employed by the Company on 1 December 2018 was retained as a Non-Executive Director.

Directors' Recommendation

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

Chair's Voting Intention

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

Item 3C – Re-election of Non-Executive Director, Peter Dixon

Mr Peter Dixon will retire at the 2023 Annual General Meeting and, being eligible under Clause 63.2 of the Constitution, offer himself for re-election as Director.

About Mr Peter Dixon

Mr Peter Dixon has extensive legal, corporate advisory, strategy and investment management experience. Peter is currently an executive director and Chief Strategy Officer of HPX Group Pty Ltd, a diverse professional services group. Through its two main operating subsidiaries, Hamilton Locke and Source, HPX Group provides legal, compliance, company secretarial and outsourced business services to domestic and international clients. Peter is responsible for driving strategic growth across the group's businesses. Prior to these roles, Peter was General Counsel and Company Secretary of Moelis Australia Limited (now MA Financial Group Limited), a listed financial services group. In that role, Peter was responsible for the group's legal, risk, compliance and company secretarial functions and was a member of Moelis Australia's Investment Committee and Executive Committee. Prior to this role, Peter was Co-Head of Moelis Australia's small cap industrials investment banking team for over five years. Before joining Moelis Australia, Peter

worked for Macquarie Group Limited in multiple divisions including central executive strategy, principal investments, real estate managed funds and corporate advisory. Peter commenced his career as a solicitor in private practice with Mallesons Stephen Jacques (now King & Wood Mallesons) in Sydney and worked for a number of years at Linklaters in London, specialising in mergers & acquisitions and equity capital markets. Peter holds a Bachelor of Commerce (Finance) and Bachelor of Laws from the University of New South Wales.

Mr Dixon was appointed as a Non-Executive Director of the Company on 25 February 2020.

Directors' Recommendation

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

Chair's Voting Intention

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

Item 3D – Re-election of Executive Director, Nicholas Carnell

Mr Nicholas Carnell will retire at the 2023 Annual General Meeting and, being eligible under Clause 63.2 of the Constitution, offer himself for re-election as Director.

About Mr Nicholas Carnell

Mr Nicholas Carnell joined the Company in 2014 and is currently the CEO of Johns Lyng Australia. With a strong history in leading the JLG Group's operational and financial performance, Nick now has oversight of the entire JLG Group's operational and financial performance in Australia. With over 17 years' experience in the construction industry, Nick has significant experience in all facets of construction along with a Diploma in Financial Strategy from Oxford University. Nick has implemented a variety of successful and innovative business solutions along with creating and nurturing new industry relationships. Nick's leadership has been pivotal in growing existing and new brands with a focus on JLG Group's people. This leadership has allowed the Company to attract the very best talent to expand into new geographies and services.

Mr Carnell was appointed as an Executive Director of the Company on 1 September 2020.

Directors' Recommendation

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

Chair's Voting Intention

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

Item 3E – Re-election of Executive Director, Adrian Gleeson

Mr Adrian Gleeson will retire at the 2023 Annual General Meeting and, being eligible under Clause 63.2 of the Constitution, offer himself for re-election as Director.

About Mr Adrian Gleeson

Mr Adrian Gleeson served as the JLG Group's Chairman from 2011 to Listing. After a distinguished AFL playing career with the Carlton Football Club (where he played 176 games, was a member of

the 1987 Premiership team, is a Life Member and was inducted into the Hall of Fame in March 2023), he developed a career in the wealth management and financial services industries. In 1999, he established C.A.G Wealth Management, which subsequently merged with Tribeca Financial. Adrian had a strong focus on relationship building within the SME market and he supported a number of high-net-worth individuals, family offices and corporates helping to co-ordinate their accounting, legal, banking and financial affairs in a successful manner. As an Executive Director, Adrian plays a key leadership role in supporting investor relations, Government relations, ESG initiatives, new client acquisitions and M&A programs.

Mr Gleeson has been an Executive Director of the Company since 28 September 2017.

Directors' Recommendation

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

Chair's Voting Intention

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

Item 4 – Employee Incentive Schemes

ASX Listing Rule 7.1 generally provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that number that represents 15% of the number of fully paid ordinary shares on issue at the commencement of that 12-month period (including shares issued on the exercise of any options or performance rights).

ASX Listing Rule 7.2, Exception 13(b) provides an exception to ASX Listing Rule 7.1. The effect of Shareholder approval under ASX Listing Rule 7.2, Exception 13(b) is that any issue of securities under an Employee Incentive Scheme is treated as having been made with the approval of Shareholders for the purposes of ASX Listing Rule 7.1. Shareholder approval for the purposes of ASX Listing Rule 7.2, Exception 13(b) lasts for a period of three years.

The Company's Employee and Executive Incentive Plan (**EEIP**) and Employee Share Loan Plan (**ELP**) were last approved by Shareholders at the Company's Annual General Meeting on 20 November 2020 and the Company seeks approval of updated plans under Items 4A and 4B.

If Shareholder approval for Items 4A and 4B is obtained, the Company will be able to issue Equity Securities under the EEIP and ELP respectively, without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

If Shareholder approval for Items 4A and 4B are not obtained, the Company may continue to issue Equity Securities pursuant to the existing EEIP and ELP respectively, but this will utilise the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

To the extent that issues under the EEIP or ELP are made to Directors and their associates, separate approval under ASX Listing Rule 10.14 will be sought by the Company.

Item 4A – Approval of the Employee and Executive Incentive Plan

The EEIP has been generally designed to link rewards to eligible senior executives with improvements in Company performance and the delivery of returns to Shareholders, and for other employees, to reward their performance.

Since the EEIP was last approved by Shareholders at the Company's 2020 AGM on 20 November 2020, the Company has issued the following Equity Securities under the EEIP:

- 593,656 Performance Rights issued on 24 November 2020;
- 477,852 Performance Rights issued on 22 November 2021;
- 262,174 Performance Rights issued on 24 November 2022;
- 152,937 Performance Rights issued on 15 December 2022;
- 1,814 Shares issued on 23 November 2020;
- 22,191 Shares issued on 23 February 2021;
- 22,138 Shares on 30 August 2022; and
- 7,610 Shares on 4 May 2023.

The maximum number of Equity Securities that may be issued under the EEIP in the three years following approval is 13,815,777 Equity Securities (being 5% of the Company's current share capital).

Summary of the material terms of the EEIP

Eligibility	<p>'Employees' of the JLG Group as determined by the Board. 'Employees' is defined in the EEIP to include:</p> <ul style="list-style-type: none"> • full-time or part-time employees of a body corporate in the JLG Group; • an individual who provides services to a body corporate in the JLG Group; • a director of a body corporate in the JLG Group (including a Director); or • a prospective person to whom any of the above applies.
Form of grant	<p>The following securities can be issued under the EEIP (the Securities):</p> <ul style="list-style-type: none"> • Shares; • Options; or • Performance Rights.
Dilution Limit	<p>An offer of awards in accordance with the ESS Division must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible awards in a class of underlying Shares that form part of the issued capital of the listed body that have been or may be issued in any of the circumstances covered by clause (a) or (b) will not exceed 5% of the total number of underlying Shares in that class on issue:</p> <ul style="list-style-type: none"> a) underlying Shares that may be issued under the offer; b) underlying Shares issued or that may be issued as a result of offers made at any time during the previous 3-year period under: <ul style="list-style-type: none"> i. an employee incentive scheme covered by this instrument; or ii. an ASIC exempt arrangement of a similar kind to an employee incentive scheme. <p>Unless awards are granted for no consideration (whether at issue or vesting) or the Constitution specifies otherwise, awards granted under the EEIP combined with all other employee share scheme interests outstanding, shall not exceed 5% of the Company's then outstanding issued capital.</p>

Restrictions	The Board may impose restrictions on dealing in Securities which are acquired under this EEIP, for example, by prohibiting them from being sold, transferred, mortgaged, pledged, charged or otherwise disposed or encumbered for a period of time.
Voting and Dividend Rights	A 'Participant' (as defined in the EEIP) (EEIP Participant) is not entitled to vote at a Shareholder meeting or receive any dividends declared by the Company unless and until any of the Securities are exercised and the EEIP Participant holds Shares that provide the right to vote and dividends.
No hedging or transfer	EEIP Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Securities.
Election of the Board to settle Awards in cash	If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an award by a EEIP Participant, make a cash payment to the EEIP Participant equivalent to the fair market value as at the date of exercise of the award (less any unpaid Exercise Price applicable to the exercise of the award) multiplied by the relevant number of Shares required to be issued or transferred to the EEIP Participant upon exercise of the award.
Takeovers	If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then EEIP Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their awards notwithstanding that the Restriction Period (as defined in the EEIP) in respect of such awards has not expired. In the event of a takeover, any exercise conditions attaching to options or rights granted under the EEIP will be deemed to have been satisfied and any vesting conditions attaching to any shares granted under the EEIP will be deemed to have been satisfied.
Reorganisation of Capital	If, prior to the exercise of an award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the awards of the EEIP Participant will be changed to the extent necessary to comply with the ASX Listing Rules as they apply at the relevant time.
Amendment to the EEIP	Subject to the ASX Listing Rules and to specified restrictions in the EEIP Rules, the Company may at any time by written instrument or by Resolution of the Board, amend the EEIP Rules or the terms of awards granted.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Item 4A by:

- a person who is eligible to participate in the EEIP, or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Item 4A by:

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

Voting Prohibition

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

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

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

However, the above prohibition does not apply if:

- the proxy is the Chairman of the Meeting; and
- the appointment expressly authorizes the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Directors' Recommendation

Given that this Item 4A is connected to the remuneration of Key Management Personnel, the Directors make no recommendations to Shareholders in relation to Item 4A.

Chair's Voting Intention

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

Item 4B – Approval of the Employee Loan Plan

The ELP provides an incentive for employees to remain in their employment, to recognise the ongoing ability and expected efforts of employees and their contribution to the performance and continued success of the JLG Group and to provide a means by which employees may acquire Shares in the Company under the ELP rules.

Since the ELP was last approved by Shareholders at the Company's 2020 AGM on 20 November 2020, the Company has issued the 444,719 Loan Shares under the ELP:

The maximum number of Equity Securities that may be issued under the ELP in the three years following approval is 13,815,777 Equity Securities (being 5% of the Company's current share capital).

Summary of the material terms of the ELP

Eligibility	Employees of the JLG Group as determined by the 'Plan Committee' (as defined in the ELP) (Plan Committee), including employees of an entity in the JLG Group, a director of an entity in the JLG Group or a prospective person to whom any of the above applies.
Form of grant	Shares are the only securities issued under the ELP (Securities).
Dilution Limit	<p>An offer of awards in accordance with the ESS Division must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible awards in a class of underlying Shares that form part of the issued capital of the listed body that have been or may be issued in any of the circumstances covered by clause (a) or (b) will not exceed 5% of the total number of underlying Shares in that class on issue:</p> <ul style="list-style-type: none"> a) underlying Shares that may be issued under the offer; b) underlying Shares issued or that may be issued as a result of offers made at any time during the previous 3-year period under: <ul style="list-style-type: none"> i. an employee incentive scheme covered by this instrument; or ii. an ASIC exempt arrangement of a similar kind to an employee incentive scheme. <p>Unless the Constitution specifies otherwise, awards granted under this ELP, combined with all other employee share scheme interests outstanding, shall not exceed 5% of the Company's then outstanding issued capital.</p>
Restrictions	The Plan Committee may impose restrictions on dealing in Securities which are acquired under the ELP, for example, by prohibiting them from being sold, transferred, mortgaged, pledged, charged or otherwise disposed or encumbered for a period of time.
Voting and Dividend Rights	A 'Participant' (as defined in the ELP) (ELP Participant) is not entitled to vote at a Shareholder meeting or receive any dividends declared by the Company unless and until any of the Securities are exercised and the ELP Participant holds Shares that provide the right to vote and dividends.
No hedging or transfer	ELP Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Securities.
Election of the Plan Committee to buy-back Shares in cash	If the Plan Committee determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may, prior to the Shares vesting, elect to buy-back the Shares from an ELP Participant, by making a cash payment to the ELP Participant equivalent to the fair market value of the Shares (less any unpaid exercise price applicable to the exercise of the award) multiplied by the relevant number of Shares the Plan Committee determines are to be bought back.
Takeovers	If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction

	is initiated which has an effect similar to a full takeover bid for Shares in the Company, then ELP Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their awards notwithstanding that the Restriction Period (as defined in the ELP) in respect of such awards has not expired. The Plan Committee may, in its discretion, waive unsatisfied Vesting Conditions (as defined in the ELP) in relation to some or all awards in the event of a such a takeover or other transaction.
Reorganisation of Capital	If, prior to the exercise of an award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the awards of the ELP Participant will be changed to the extent necessary to comply with the ASX Listing Rules as they apply at the relevant time.
Amendment to the ELP	Subject to the ASX Listing Rules and to specified restrictions in the ELP Rules, the Company may at any time by written instrument or by Resolution of the Board, amend the ELP Rules or the terms of awards granted.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Item 4B by:

- a person who is eligible to participate in the ELP, or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Item 4B by:

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

Voting Prohibition

In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Item 4B if the person is either:

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

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

However, the above prohibition does not apply if:

- the proxy is the Chairman of the Meeting; and

- the appointment expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Directors' Recommendation

Given that this Resolution is connected to the remuneration of Key Management Personnel, the Directors make no recommendations to Shareholders in relation to Item 4B.

Chair's Voting Intention

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

Item 5 – Issue of Performance Rights to Executive Directors

Under ASX Listing Rule 10.14, the Company is required to obtain Shareholder approval for the issue of Securities (including Performance Rights) under an employee incentive scheme to any persons listed under that rule. As the participants named in Items 5A to 5C are Directors (ASX Listing Rule 10.14.1), the Company is requesting Shareholder approval for the proposed issues of Performance Rights under the EEIP.

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

Exception 14 in the ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. Exception 8 in ASX Listing Rule 10.12 provides that ASX Listing Rule 10.11 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.145. This means that, if Shareholder approval is obtained for Items 5A, 5B and 5C, approval is not required for the purposes of ASX Listing Rule 7.1 or ASX Listing Rule 10.11.

If the Resolutions in respect of Items 5A, 5B and/or 5C are passed, the Company will be able to proceed with the issue of the Performance Rights to the applicable Executive Directors.

If the Resolutions in respect of Items 5A, 5B and/or 5C are not passed, the Company will not be able to proceed with the issue of the Performance Rights to the applicable Executive Directors and the Company will need to consider alternate arrangements, which may include cash payments made in accordance with the Company's ordinary remuneration process or restructuring the terms of the Performance Rights.

For all purposes of approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, further details in respect of items 5A, 5B and 5C are provided below.

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

Any additional persons referred to in ASX Listing Rule 10.14, who become entitled to participate in the EEIP after Items 5A, 5B and 5C, are approved and who are not named in this Notice or Explanatory Memorandum, will not participate until approval is obtained under ASX Listing Rule 10.14.

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

Corporations Act

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

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

Terms of the EEIP and the Performance Rights

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

A summary of the material terms of the EEIP appears in Item 4A above.

The Performance Rights will vest subject to the following hurdles:

- (a) **Continued Employment Condition:** The Executive must be employed by the JLG Group on the vesting date. This condition may be waived at the sole discretion of the Nomination and Remuneration Committee (**Good Leaver**); and
- (b) Tranche 4 is also subject to a **Financial Performance Condition** (as well as the Continued Employment Condition): The JLG Group must meet the minimum return on equity target set by the Nomination & Remuneration Committee for FY24, FY25 and FY26 (annual/non-cumulative measure).

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

The Performance Rights are described in detail below:

- Each Executive Director will receive their Performance Rights at no cost. No dividends will be payable on the Performance Rights prior to vesting. The Performance Rights do not carry any voting rights.
- The Board has the discretion to reduce or cancel Performance Rights or require the Executive Director to repay to the Company the market value of the Shares post-vesting, in certain circumstances. These circumstances include fraud, dishonesty, misconduct, financial misstatement, and other circumstances including those which adversely affect the financial position or reputation of the Company, such that the Performance Rights should not have been vested.
- Each Executive Director will participate in bonus issues, rights issues, and capital reorganisations, in accordance with the EEIP rules.

- In the event of a change of control, and subject to the Board's absolute discretion, unvested Performance Rights will vest at the date of the change of control.
- No loans are provided by the Company in connection with the Performance Rights awarded under the EEIP.
- The only persons referred to in ASX Listing Rule 10.14 entitled to participate in the EEIP are the Executive Directors and the number of Performance Rights proposed to be issued to these participants is set out in this Notice.

Value

The Company values the Performance Rights at the applicable dollar value of the award, calculated as a % of each Executive Director's fixed remuneration. The maximum face value of the Performance Rights to be issued to each Executive Director is set out below, together with the percentages used in the relevant calculations.

Why Performance Rights?

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

Timing of Grant

If Shareholder approval is given in respect of Items 5A, 5B, and 5C, the Performance Rights will be issued to the applicable Executive Directors as soon as practicable after the Meeting, and in any event, within one month of the Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Items 5A, 5B and 5C by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the EEIP award, or an associate of that person or those persons.

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

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

Voting Prohibition

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

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

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

However, the above prohibition does not apply if:

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

Item 5A – Issue of Performance Rights to Mr Scott Didier AM

Item 5A seeks Shareholder approval for the issue of Performance Rights to Mr Scott Didier AM, the Company's Group Chief Executive Officer and Managing Director, as one component of his total remuneration package.

Number of Performance Rights proposed to be granted

The maximum face value of Mr Scott Didier's grant is \$300,000 which equates to 60.2% of his fixed remuneration. The number of Performance Rights to be granted is determined by dividing the maximum face value by the volume weighted average price (**VWAP**) of Shares for the 30 (trading) day period up to and including 28 August 2023 (being the business day prior to the day that the Company's FY23 Financial Statements were released to the ASX). Based on a VWAP of \$5.44894, the number of Performance Rights to be granted under this Item 5A is 55,059.

Performance Period

The performance period will be two years from 1 July 2023 to 1 July 2025:

- Tranche 1 (vesting within 30 days of approval under this Item 5A): 18,353 Performance Rights;
- Tranche 2 (vesting 1 July 2024): 18,353 Performance Rights; and
- Tranche 3 (vesting 1 July 2025): 18,353 Performance Rights.

Total Remuneration

Mr Scott Didier AM's remuneration for the period ended 30 June 2023 was \$1,688,934, as set out in the Company's 2023 Annual Report.

Securities previously issued under the EEIP

Mr Scott Didier AM has previously received 322,662 Performance Rights (at no cost) under the EEIP since the Company's admission to the official list of the ASX on 24 October 2017.

Voting Exclusion Statement and Prohibition

A voting exclusion statement and prohibition applies to this Item 5A of business, as set out above under Item 5.

Directors' Recommendation

Mr Scott Didier AM abstains from making a voting recommendation on Item 5A as it relates to a proposed grant of Performance Rights to him. The other Directors recommend that Shareholders vote in favour of Item 5A.

Chair's Voting Intention

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

Item 5B – Issue of Performance Rights to Mr Adrian Gleeson

Item 5B seeks Shareholder approval for the issue of Performance Rights to Mr Adrian Gleeson, the Company's Executive Director and Director of Investor and Business Relations, as one component of his total remuneration package.

Number of Performance Rights proposed to be granted.

The maximum face value of Mr Adrian Gleeson's grant is \$356,250 which equates to 125.9% of his fixed remuneration. The number of Performance Rights to be granted is determined by dividing the maximum face value by the volume weighted average price (**VWAP**) of Shares for the 30 (trading) day period up to and including 28 August 2023 (being the business day prior to the day that the Company's FY23 Financial Statements were released to the ASX). Based on a VWAP of \$5.44894, the number of Performance Rights to be granted under this Item 5B is 65,381.

Performance Period

The performance period will be three years from 1 July 2023 to 1 July 2026:

- Tranche 1 (vesting within 30 days of approval under this Item 5B): 15,676 Performance Rights;
- Tranche 2 (vesting 1 July 2024): 15,676 Performance Rights;
- Tranche 3 (vesting 1 July 2025): 15,676 Performance Rights; and
- Tranche 4 (vesting 1 July 2026): 18,353 Performance Rights.

Total Remuneration

Mr Adrian Gleeson's remuneration for the period ended 30 June 2023 was \$1,258,784, as set out in the Company's 2023 Annual Report.

Securities previously issued under the EEIP

Mr Adrian Gleeson has previously received 194,097 Performance Rights (at no cost) under the EEIP since the Company's admission to the official list of the ASX on 24 October 2017.

Voting Exclusion Statement and Prohibition

A voting exclusion statement and prohibition applies to this Item 5B of business, as set out above under Item 5.

Directors' Recommendation

Mr Adrian Gleeson abstains from making a voting recommendation on Item 5B as it relates to a proposed grant of Performance Rights to him. The other Directors recommend that Shareholders vote in favour of Item 5B.

Chair's Voting Intention

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

Item 5C – Issue of Performance Rights to Mr Nicholas Carnell

Item 5C seeks Shareholder approval for the issue of Performance Rights to Mr Nicholas Carnell, the Company's Executive Director and Australian Chief Executive Officer, as one component of his total remuneration package.

Number of Performance Rights proposed to be granted

The maximum face value of Mr Nicholas Carnell's grant is \$356,250, which equates to 91.1% of his fixed remuneration. The number of Performance Rights to be granted is determined by dividing the maximum face value by the volume weighted average price (**VWAP**) of Shares for the 30 (trading) day period up to and including 28 August 2023 (being the business day prior to the day that the Company's FY23 Financial Statements were released to the ASX). Based on a VWAP of \$5.44894, the number of Performance Rights to be granted under this Item 5C is 65,381.

Performance Period

The performance period will be three years from 1 July 2023 to 1 July 2026:

- Tranche 1 (vesting within 30 days of approval under this Item 5C): 15,676 Performance Rights;
- Tranche 2 (vesting 1 July 2024): 15,676 Performance Rights;
- Tranche 3 (vesting 1 July 2025): 15,676 Performance Rights; and
- Tranche 4 (vesting 1 July 2026): 18,353 Performance Rights.

Total Remuneration

Mr Nicholas Carnell's remuneration for the period ended 30 June 2023 was \$1,387,009, as set out in the Company's Annual Report.

Securities previously issued under the EEIP

Mr Nicholas Carnell has previously received 243,822 Performance Rights (at no cost) under the EEIP from September 2020 when he was appointed as a Director.

Voting Exclusion Statement and Prohibition

A voting exclusion statement and prohibition applies to this Item 5C of business, as set out above under Item 5.

Directors' Recommendation

Mr Nicholas Carnell abstains from making a voting recommendation on Item 5C as it relates to a proposed grant of Performance Rights to him. The other Directors recommend that Shareholders vote in favour of Item 5C.

Chair's Voting Intention

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

Item 6 – Issue of Loan Shares to Chair

Mr Peter Nash was appointed as Chair of the Company on 2 October 2017. From 2017 to present, Mr Nash's annual remuneration package has comprised salary of \$150,000 and an additional \$50,000 worth of Loan Shares per annum, to be issued at a price equal to the 10-day volume weighted average price in the 10 days prior to the respective anniversary date of his appointment, under the ELP and subject to Shareholder approval.

Item 6 seeks Shareholder approval for the issue of Loan Shares under the ELP to Mr Nash, as follows:

1. 7,978 Loan Shares for the year to 2 October 2022;
2. 7,647 Loan Shares for the year to 2 October 2023;

3. \$50,000 worth of Loan Shares for the year to 2 October 2024 (to be calculated at a price equal to the 10-day volume weighted average price in the 10 days prior to 2 October 2024);
4. \$50,000 worth of Loan Shares for the year to 2 October 2025 (to be calculated at a price equal to the 10-day volume weighted average price in the 10 days prior to 2 October 2025); and
5. \$50,000 worth of Loan Shares for the year to 2 October 2026 (to be calculated at a price equal to the 10-day volume weighted average price in the 10 days prior to 2 October 2026).

The Company is required by ASX Listing Rule 10.14 to obtain Shareholder approval to issue Equity Securities to any Directors. Mr Nash, being a Director of the Company, falls under category of person defined by ASX Listing Rule 10.14.1.

Mr Nash was issued \$50,000 worth of Loan Shares under the ELP upon his appointment in 2017, and on or about each anniversary of his appointment in 2018, 2019, 2020 and 2021. The total number of Loan Shares issued to Mr Nash under the ELP to date is 160,872.

Why are Loan Shares being issued?

The Loan Shares are being issued as part of Mr Nash's agreed annual remuneration package and are aimed at providing cost effective remuneration while at the same time aligning Mr Nash's interests with those of other Shareholders.

Material Terms of the Loan Shares

The Loan Shares will be fully paid ordinary shares in the Company, subject to any conditions impose under the ELP. A summary of the material terms of the ELP is set out in Item 4B above.

Under the ELP, a loan is provided to the value of the Loan Shares to be issued. The loan is repayable over a 10-year period and no interest is payable on the loan. The Company is entitled to take security over the Loan Shares the subject of the loan.

Any after-tax distributions which a person receives from the relevant Loan Shares must be applied to the repayment or reduction of the loan.

The loan includes provisions with respect to repayment, including on cessation of employment and at the end of the loan period. In certain circumstances, the participant is required to repay the lesser of the outstanding balance of the loan or the market value of the relevant Loan Shares (including by forfeiture of the relevant Loan Shares).

Issue Date and Price of the Loan Shares

If Shareholder approval is given in respect of Item 6, the Loan Shares relating to the years to 2 October 2022 and 2 October 2023 (a total of 15,625 Loan Shares) will be issued to Mr Nash as soon as practicable after the Meeting. The Loan Shares to be issued to Mr Nash for subsequent years will be issued on or about each anniversary of his appointment as Chairman, and in any event no later than three years after the date of the Meeting. The issue price of the Loan Shares will be the 10-day volume weighted average price in the 10 days prior to the applicable anniversary date of his appointment as a Director.

Details of any Loan Shares issued under the ELP will be published in the applicable Annual Report, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Further Notes

It is noted that ASX Listing Rule 7.2 Exception 14 provides that ASX Listing Rule 7.1 does not apply where Shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. In addition, ASX Listing Rule 10.12 Exception 8 provides that ASX Listing Rule 10.11 does not apply

where Shareholder approval for an issue of securities to an ASX Listing Rule 10.11 party is obtained under ASX Listing Rule 10.14. This means that, if Shareholder approval is obtained for Item 6, approval is not required for the purposes of ASX Listing Rule 7.1 or ASX Listing Rule 10.11.

If any additional persons covered by ASX Listing Rule 10.14 become entitled to participate in an issue of Loan Shares under the ELP after the resolution is approved, and who were not named in the Notice of Meeting, they will not participate until a separate approval is obtained under ASX Listing Rule 10.14.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the ELP, or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

Voting Prohibition

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

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

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

However, the above prohibition does not apply if:

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

Directors' Recommendation

Mr Peter Nash abstains from making a voting recommendation on Item 6 as it relates to an issue of Loan Shares to him. The other Directors recommend that Shareholders vote in favour of Item 6.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Item 6.

Item 7 – Appointment of Auditor

Pitcher Partners has applied to ASIC to resign as the Company's auditor with effect from the close of the Meeting and therefore the Company is required to appoint a new auditor.

John Mc Pty Ltd, a member of the Company, has nominated KPMG, who is eligible and has consented to act, subject to ASIC consent for Pitcher Partners to resign as auditor and member approval of this Resolution. Pursuant to subsection 328B(3) of the Corporations Act, a copy of the member nomination is attached as Annexure A.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Item 7.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Item 7.

Item 8 – Section 260B Shareholder Approval

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

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

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

Background

As previously announced to the ASX (including on 26 August 2022, 16 November 2022 and 5 July 2023) certain members of the JLG Group have entered into the Acquisition Agreements to acquire all or part of the Acceding Parties (collectively, **JLG Acquisitions**). The JLG Acquisitions and the relevant Acceding Parties fall into the following two categories.

Acquisitions – Bright & Duggan Group

- A1 Estimates Pty Ltd ACN 651 547 330
- Bright & Duggan Group Pty Ltd ACN 633 379 629
- Bright & Duggan Property Group Pty Ltd ACN 143 007 756
- North Shore Strata Management Pty Ltd ACN 635 342 504
- Bright & Duggan (Hunter) Pty Ltd ACN 628 534 485
- Bright & Duggan Pty Ltd ACN 001 554 650
- Bright & Duggan (QLD) Pty Ltd ACN 115 369 858
- Bright & Duggan (VIC) Pty Ltd ACN 153 626 432
- Bright & Duggan (ACT) Pty Ltd ACN 144 703 435
- CMS Holdings (Mirvac) Pty Ltd ACN 122 843 065
- Cambridge Management Services Pty Ltd ACN 097 303 752
- Cambridge Management Services (Hunter) Pty Ltd ACN 628 534 458
- Focus Community Management Pty Ltd ACN 141 457 310

- Capitol Strata Management (Holdings) Pty Ltd ACN 606 973 773
- Capitol Strata Management (Brisbane) Pty Ltd ACN 606 974 510
- Capitol Strata Management (Redcliffe) Pty Ltd ACN 606 976 121
- Capitol Strata Management (Gold Coast) Pty Ltd ACN 606 975 179
- Adpen Strata Pty Ltd ACN 164 283 087
- Bright & Duggan Facilities Management Pty Ltd ACN 651 264 569
- Change Strata Management Pty Ltd ACN 123 332 687
- Advanced Community Management Pty Ltd ACN 121 978 130
- Your Local Strata (Holdings) Pty Ltd ACN 669 192 509
- Your Local Strata Sydney Pty Ltd ACN 657 218 347
- Your Local Strata Inner West Pty Ltd ACN 618 617 548
- Your Local Strata Southern Pty Ltd ACN 628 421 045

Acquisitions – Insurance Building & Restoration Service and Commercial Building Services

- Smoke Alarms Australia Pty Ltd ACN 117 460 885
- Project Safety Holdings Pty Ltd ACN 621 724 454
- Link Fire Holdings Pty Ltd ACN 668 567 217
- Landlord Compliance NSW Pty Ltd ACN 607 686 082

Restrictions on companies providing financial assistance

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

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

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

The proposed financial assistance

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

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

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

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

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

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

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

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

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

Effect of the financial assistance

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

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

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

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

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

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

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

Shareholder approval of financial assistance

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

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

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

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

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

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

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

Voting Prohibition

No votes may be cast in favour of the resolution in Item 8 by any person acquiring the shares in the newly acquired subsidiaries or by any of their associates.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Item 8.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Item 8.

GLOSSARY

\$ means Australian Dollars.

Acceding Parties means each of:

- A1 Estimates Pty Ltd ACN 651 547 330;
- Bright & Duggan Group Pty Ltd ACN 633 379 629;
- Bright & Duggan Property Group Pty Ltd ACN 143 007 756;
- North Shore Strata Management Pty Ltd ACN 635 342 504;
- Bright & Duggan (Hunter) Pty Ltd ACN 628 534 485;
- Bright & Duggan Pty Ltd ACN 001 554 650;
- Bright & Duggan (QLD) Pty Ltd ACN 115 369 858;
- Bright & Duggan (VIC) Pty Ltd ACN 153 626 432;
- Bright & Duggan (ACT) Pty Ltd ACN 144 703 435;
- CMS Holdings (Mirvac) Pty Ltd ACN 122 843 065;
- Cambridge Management Services Pty Ltd ACN 097 303 752;
- Cambridge Management Services (Hunter) Pty Ltd ACN 628 534 458;
- Focus Community Management Pty Ltd ACN 141 457 310;
- Capitol Strata Management (Holdings) Pty Ltd ACN 606 973 773;
- Capitol Strata Management (Brisbane) Pty Ltd ACN 606 974 510;
- Capitol Strata Management (Redcliffe) Pty Ltd ACN 606 976 121;
- Capitol Strata Management (Gold Coast) Pty Ltd ACN 606 975 179;
- Adpen Strata Pty Ltd ACN 164 283 087;
- Bright & Duggan Facilities Management Pty Ltd ACN 651 264 569;
- Change Strata Management Pty Ltd ACN 123 332 687;
- Advanced Community Management Pty Ltd ACN 121 978 130;
- Your Local Strata (Holdings) Pty Ltd ACN 669 192 509;
- Your Local Strata Sydney Pty Ltd ACN 657 218 347;
- Your Local Strata Inner West Pty Ltd ACN 618 617 548;
- Your Local Strata Southern Pty Ltd ACN 628 421 045;
- Smoke Alarms Australia Pty Ltd ACN 117 460 885;
- Project Safety Holdings Pty Ltd ACN 621 724 454;
- Link Fire Holdings Pty Ltd ACN 668 567 217; and
- Landlord Compliance NSW Pty Ltd ACN 607 686 082.

Accession Documents has the meaning given to that term on page 27 of this Notice.

Acquiring Parties has the meaning given to that term on page 29 – see item 8 of this Notice.

Acquisition Agreements has the meaning given to that term on page 26 – see item 8 of this Notice.

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

Annual Financial Report means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with the ASX on 29 August 2023.

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

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

ASX means ASX Limited ACN 620 466 248.

ASX Listing Rules means the Listing Rules of the ASX.

Auditor's Report means the auditor's report of Pitcher Partners as included in the Annual Financial Report.

Board means the current board of directors of the Company.

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

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

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

Dollar means Australian dollars.

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

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

Employee Loan Plan or **ELP** means the Company's Employee Share Loan Plan.

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

ESS Division means Division 1A of Part 7.12 of the Corporations Act.

Explanatory Memorandum means the Explanatory Memorandum accompanying this Notice.

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

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

JLG Acquisitions has the meaning given to that term on page 26 of this Notice.

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

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

Lender means ANZ.

Loan Share means a Share issued under the ELP.

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

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

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

Performance Right means a performance right issued under the EEIP.

Proxy Form means the proxy form accompanying this Notice.

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

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

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

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

Shareholder means a registered holder of a Share.

Share Registry means Link Market Services Limited.

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

Notice of Nomination of External Auditor

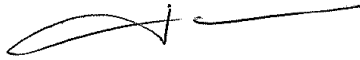
Pursuant to section 328B of the *Corporations Act 2001*
(Cth)

To: The Company Secretary
Johns Lyng Group Limited
1 Williamsons Road,
Doncaster, VIC 3108

Pursuant to section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), John Mc Pty Ltd, a member of John's Lyng Group Limited (the **Company**), hereby gives notice of the nomination of KPMG of Tower Two, Collins Square, 727 Collins Street, Docklands, Victoria 3008, as external auditor of the Company.

Please distribute copies of this notice of nomination as an annexure to the Company's 2023 Notice of Annual General Meeting as required by section 328B(3) of the Act.

Signed for and on behalf of
John Mc Pty Ltd by:



Sole Director Signature

John McPhee

Print Name

18th September 2023

Date

For personal use only


LODGE YOUR VOTE

	ONLINE https://investorcentre.linkgroup.com
	BY MAIL Johns Lyng Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
	BY HAND Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000
	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE^MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am (AEDT) on Tuesday, 21 November 2023**, 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://investorcentre.linkgroup.com Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).
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HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au 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.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

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



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Thursday, 23 November 2023** at the **Bayside Room, RACV City Club at 501 Bourke Street, Melbourne Victoria 3000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 4A, 4B, 5A, 5B, 5C and 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 4A, 4B, 5A, 5B, 5C and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5a Issue of Performance Rights to Mr Scott Didier AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-election of Non-Executive Chair, Peter Nash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5b Issue of Performance Rights to Mr Adrian Gleeson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of Non-Executive Director, Curtis Mudd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5c Issue of Performance Rights to Mr Nicholas Carnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Re-election of Non-Executive Director, Peter Dixon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of Loan Shares to Chair, Peter Nash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3d Re-election of Executive Director, Nicholas Carnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Auditor Appointment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3e Re-election of Executive Director, Adrian Gleeson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Section 260B Shareholder Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a Approval of Employee and Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4b Approval of Employee Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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).

JLG PRX2301D

For personal use only

STEP 1

STEP 2

STEP 3

