

ASX RELEASE

18 OCTOBER 2024

2024 ANNUAL GENERAL MEETING

Abacus Group (ASX:ABG) advises that the Annual General Meeting will be held at 12.00pm (AEDT) on Wednesday, 20 November 2024 at Level 13, 77 Castlereagh Street, Sydney, NSW 2000.

In accordance with Listing Rule 3.17, attached are the following documents:

- Letter to Securityholders
- Notice of Meetings
- Sample Proxy Form

END

Investor & Media Enquiries

Cynthia Rouse
General Manager Investor Relations and Corporate Communications
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Authorised for release by Belinda Cleminson, Company Secretary ASX:ABG

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18 October 2024

Dear Investor,

Abacus Group 2024 Annual General Meetings (AGM)

I take pleasure in inviting you to the Annual General Meetings of Abacus Group. The 2024 Annual General Meetings will be held at 12:00pm (AEDT) on Wednesday, 20 November 2024 at Level 13, 77 Castlereagh Street, Sydney NSW 2000.

In accordance with Part 1.2AA of the Corporations Act 2001, the Companies will only be dispatching physical copies of the Notice of Meetings (Notice) to Securityholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Companies electronically or physically, please refer to the Securityholder Information section of the website: <https://abacusgroup.com.au/investor-centre/securityholder-information/>

The Notice is being made available to Securityholders electronically and can be viewed and downloaded online at the following link: <https://abacusgroup.com.au/investor-centre/securityholder-information/>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX:ABG).

The business of the Meetings affects your holding, and your vote is important, there are a number of ways in which you can exercise your vote.

To vote in person, attend the Meetings on the date and at the place set out above. If you plan to attend the Meetings in person, please bring your proxy form to facilitate your registration.

If you are unable to attend the Meetings, I encourage you to complete the proxy form and return or vote online by 12:00pm (AEDT) Monday, 18 November 2024.

I hope to see you at the Annual General Meetings.



Myra Salkinder
Chair

Location of the Meetings

Venue

The Meeting of the Securityholders of Abacus Group will be held at:
Level 13, 77 Castlereagh Street Sydney NSW 2000

Commencing

12:00pm (AEDT), Wednesday, 20 November 2024.

Meeting agenda

11:30am	Registration begins
12.00pm	Meetings commences
	Welcome to Securityholders by the Chair
	Managing Director's presentation
	Items of Business

Discussion and asking questions

Discussion will take place on all the items of business as set out in the Notice of Meetings.

The Explanatory Memorandum provides further information relating to the items of business. Securityholders will have the opportunity to ask questions at the Meeting (including an opportunity to ask questions of the Auditor).

To ensure that as many Securityholders as possible have the opportunity to speak, Securityholders are requested to observe the following guidelines:

- Please keep questions as brief as possible and relevant to the matters being discussed
- If a Securityholder has more than one question, please ask all questions at the one time

An opportunity for discussion will be provided on each item of business prior to Securityholders being asked to vote.

Recording

An audio recording of the Annual General Meetings will be made available after the meeting at www.abacusgroup.com.au

Cameras and recording devices are not permitted at the Meetings.

For personal use only

Notice Of Meetings

The Annual General Meetings of securityholders of Abacus Group Holdings Limited and Abacus Group Projects Limited (the **Companies**) will be held in conjunction with Meetings of securityholders of Abacus Trust and Abacus Income Trust (the **Trusts**)

Date Wednesday, 20 November 2024

Time 12:00pm (AEDT)

Venue Level 13, 77 Castlereagh Street, Sydney,
NSW 2000

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NOTICE OF ANNUAL GENERAL MEETINGS

Notice is hereby given that Annual General Meetings of Securityholders of Abacus Group will be held at 12:00pm AEDT on 20 November 2024 at Level 13, 77 Castlereagh Street, Sydney, NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meetings provides additional information on matters to be considered at the Annual General Meetings. The Explanatory Statement and the Proxy Form forms part of this Notice of Meetings.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001*(Cth) that the persons eligible to vote at the Annual General Meetings are those who are registered Securityholders at 7:00pm AEDT on 18 November 2024.

Terms and abbreviations used in this Notice of Meetings and Explanatory Statement are defined in the Glossary.

Important Information for Securityholders about the Group's 2024 AGM

This Notice is given based on circumstances as at 18 October 2024. Should circumstances change, the Group will make an announcement on the ASX market announcements platform and on the Group's website at <https://abacusgroup.com.au/>. Securityholders are urged to monitor the ASX announcements platform and the Group's website.

AGENDA

ITEM 1: DIRECTORS REPORT, AUDITORS REPORT AND FINANCIAL STATEMENTS

“To receive and to consider the Annual Financial Report of Abacus Group and its controlled entities for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Securityholders will be given a reasonable opportunity at the Meetings to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

ITEM 2: RESOLUTIONS

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** of each Company:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Annual Financial Report for the financial year ended 30 June 2024.”

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

Voting Prohibition Statement: In accordance with the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Group’s key management personnel (including the Directors) (**KMP**), whose remuneration details are included in the Remuneration Report, or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, such a person described above may cast a vote on Resolution 1 if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meetings (**Chair**) as a proxy and the Proxy Form does not specify the way the proxy is to vote on the resolution and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meetings to vote “against”, or to abstain from voting on, this Resolution.

In addition, under the Corporations Act, a vote must not be cast on Resolution 1 by a member of the Group’s KMP, or a Closely Related Party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on the resolution. However, this voting exclusion does not apply if the KMP is the Chair of the Meeting acting as proxy and their appointment expressly authorises the Chair of the Meeting to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 – Re-election of Mark Haberlin as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** of each Company:

“That Mark Haberlin, who retires in accordance with the Constitutions and Listing Rules and, being eligible, offers himself for re-election as a director of Abacus Group Holdings Limited and Abacus Group Projects Limited.”

Resolution 3 – Grant of FY25 Performance Rights to Steven Sewell, Managing Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** of each Company and Trust:

“That approval be given for all purposes (including under the Corporations Act and Listing Rule 10.14) for the grant of 1,271,394 Performance Rights under the Equity Incentive Plan to the Managing Director, Steven Sewell, on the terms set out in the Explanatory Memorandum.”

Resolution 4 – Grant of Replacement Rights to Steven Sewell, Managing Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** of each Company and Trust:

“That approval be given for all purposes (including under the Corporations Act and Listing Rule 10.14) for the grant of 252,423 Performance Rights under the Equity Incentive Plan to the Managing Director, Steven Sewell, on the terms set out in the Explanatory Memorandum.”

Resolution 5 – Grant of Corrective Rights to Steven Sewell, Managing Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** of each Company and Trust:

“That approval be given for all purposes (including under the Corporations Act and Listing Rule 10.14) for the grant of 1,387,318 Performance Rights under the Equity Incentive Plan to the Managing Director, Steven Sewell, on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Group will disregard any votes cast in favour of Resolutions 3, 4 and 5 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 3, 4 and 5 by:

- (i) 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
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 Statement: 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 Resolutions 3, 4 and 5 if:

- the proxy is either:
 - a member of the Group's Key Management Personnel; or
 - a closely related party of a member of the Group's Key Management Personnel; 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 Chair of the Meetings; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Group's Key Management Personnel.

BY ORDER OF THE BOARD

Belinda Cleminson
Company Secretary

IMPORTANT VOTING INFORMATION

Your vote is important

The business of the Annual General Meetings affects your security holding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meetings on the date and at the place set out above.

Voting by proxy

If you are unable to attend the Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.

A Securityholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. A Securityholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or the number of votes each proxy is appointed to exercise. A proxy need not be a Securityholder of the Abacus Group. A Proxy Form is provided with this Notice of Meetings.

You can direct your proxy how to vote by following the instructions on the Proxy Form. Securityholders are encouraged to direct their proxy how to vote on each item of business.

Any directed proxies that are not voted on a poll at the Meeting by a Securityholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.

If you intend to appoint the Chair as your proxy (or if the Chair becomes your proxy by default), you can direct the Chair how to vote by marking one of the voting boxes for the relevant resolution on the Proxy Form (for example to vote 'for', 'against' or 'abstain' from voting). Alternatively, if the Chair is or becomes your proxy and you do not mark any of the boxes opposite a resolution, the Chair may vote as she sees fit. Please note that by submitting the Proxy Form without voting instructions, you will be giving the Chair your express authority to vote your proxy as he/she decides on remuneration related resolutions (being Resolutions 1, 3, 4 and 5), even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP of Abacus Group.

The Chair of the Meetings intends to vote all undirected proxies held by the Chair in favour of each Resolution.

Completion of a Proxy Form will not prevent individual Securityholders from attending the Meetings in person if they wish. Where a Securityholder completes and lodges a valid Proxy Form and then the Securityholder attends the Meeting in person, if the member votes on a resolution, their proxy is not entitled to vote, and must not vote, on that resolution.

If a Securityholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; or
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting unless this has previously been provided to the Share Registry.

Corporate Securityholders should comply with the execution requirements set out on the Proxy form or otherwise comply with the provisions of section 127 of the Corporations Act.

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting (that is, before 12:00pm AEDT on 18 November 2024):

BY SUBMITTING ONLINE: www.votingonline.com.au/abgagm2024

BY MAIL: Registry – Boardroom Limited, Level 8, 210 George Street, Sydney, NSW 2000

BY FAX: + 61 2 9290 9655

BY HAND: Level 8, 210 George Street, Sydney NSW 2000 Australia

Proxy Forms received later than this time will be invalid.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Securityholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Securityholders in connection with the business to be conducted at the Annual General Meetings to be held at 12:00pm AEDT on 20 November 2024 at Level 13, 77 Castlereagh Street, Sydney, NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Securityholders in deciding whether or not to pass the Resolutions in the Notice of Meetings.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meetings and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor, or other professional advisor.

Full details of the business to be considered at the Annual General Meetings are set out below.

ITEM 1: DIRECTORS' REPORT, AUDITORS REPORT AND FINANCIAL STATEMENTS

In accordance with the Constitutions and the Corporations Act, the business of the Annual General Meetings will include receipt and consideration of the Annual Financial Report of Abacus Group and its controlled entities for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report.

In accordance with the amendments to the Corporations Act, companies are no longer required to provide a hard copy of the Annual Financial Report to Securityholders unless a Securityholder has specifically elected to receive a printed copy.

Whilst the Group will not provide a hard copy of the Annual Financial Report unless specifically requested to do so, Securityholders may view the Annual Financial Report on the Group's website at <https://abacusgroup.com.au/>

No resolution is required for this item, but Securityholders will be given the opportunity to ask questions and to make comments on the management and performance of the Group.

The Group's Auditor will be present at the Meetings. During the discussion of this item, the Auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Group in relation to the preparation of the financial statements; and
- Independence of the Auditor in relation to the conduct of the audit.

Written questions of the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Group's Auditor, please send your question to Investor Relations at Investorrelations@abacusgroup.com.au. A list of qualifying questions will be made available at the Meetings.

Please note that all written questions must be received at least five business days before the Meetings, which is by 13 November 2024.

ITEM 2: RESOLUTIONS

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Group is required to present to its Securityholders the Remuneration Report as disclosed in the 2024 Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Companies. The Remuneration Report is set out in the Annual Financial Report and is also available on the Group's website at <https://abacusgroup.com.au/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meetings (subject of this Notice of Meetings), and then again at the 2025 Annual General Meetings (2025 AGM), the Group will be required to put to the vote a resolution (Spill Resolution) at the 2025 AGM to approve the calling of a further meeting (Spill Meeting). If more than 50% of Securityholders vote in favour of the Spill Resolution, the Group must convene the Spill Meeting within 90 days of the 2025 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will (if seeking re-election) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any security-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 on the terms set out in the Notice of Meetings.

Directors' recommendation

Noting that each Director has a personal interest in their own remuneration from the Group, as described in the Remuneration Report, the Directors unanimously recommend that Securityholders vote FOR this Resolution.

The Chair of the Meetings intends to vote all undirected proxies held by the Chair IN FAVOUR of this resolution.

Resolution 2 – Re-election of Mark Haberlin as Director

The Constitutions of the Companies and the ASX Listing Rules provide for the rotational retirement and re-election of Directors. In accordance with these requirements, Mark Haberlin is retiring at the end of the AGM and will be offering himself for re-election.

Mark Haberlin was appointed a Director of the Companies in 2018 and was last re-elected as a Director at the 2021 AGM.

Under this Resolution, Mark Haberlin retires by rotation, and being eligible, seeks re-election as a Director of the Companies at this AGM.

Mark Haberlin is a Non-Executive Director and is Lead Independent Director. Mark joined the Board in November 2018 and has significant expertise in fields that cover accounting and audit, capital transactions, mergers and acquisitions and risk management in the real estate and financial services sectors. Mark was a partner at PwC for 24

years where he developed key accounting and audit experience. Mark was a member of the PwC Governance Board and completed his last two years as Chair. Mark is also a Non-Executive Director of Australian Clinical Labs.

Mark is Chair of the Audit & Risk Committee and a member of the People Performance and Nomination Committee.

The Board considers that Mark Haberlin is an Independent Director.

Directors' recommendation

The Directors (excluding Mark Haberlin) recommend that Securityholders vote **FOR** this Resolution.

The Chair of the Meetings intends to vote all undirected proxies held by the Chair **IN FAVOUR** of this Resolution.

Resolution 3 – Grant of FY25 Performance Rights to Steven Sewell, Managing Director

Background

Abacus Group proposes to grant a maximum of 1,271,394 Performance Rights to the Managing Director (MD) Mr Steven Sewell under the Abacus Group Equity Incentive Plan (Plan) as his FY25 Long-Term Incentive (LTI) award. The Performance Rights will entitle the MD to receive ABG Securities, or a cash equivalent payment as determined by the Board, subject to achieving performance conditions set out below.

Mr Steven Sewell's FY25 grant of Performance Rights under the Plan is subject to Abacus Group and Abacus Storage King meeting performance conditions that have been determined by the Board and are designed to align Mr Sewell's interests with those of relevant Securityholders.

Mr Sewell's FY25 total remuneration opportunity is capped at \$4,810,000 and comprises:

- Fixed remuneration (FR) consisting of annual base salary and superannuation of \$1,300,000.
- Short-term incentive (STI) of up to \$1,950,000, being 150% of FR.
 - 75% of STI achieved within the performance period is paid in cash.
 - 25% is deferred remuneration and delivered in security rights which vest after one year.
- Long term incentive (LTI) award to the value of up to \$1,560,000, being 120% of FR, which is comprised of the following:
 - 83.34% of the maximum award (or 100% of FR) will be tested against Abacus Group performance.
 - 16.66% of the maximum award (or 20% of FR) will be tested against Abacus Storage King performance.

Why is Securityholder approval being sought?

ASX Listing Rule 10.14 requires that Securityholders approve grants of equity securities (which include Performance Rights) issued to directors under an employee incentive plan which will (or may) be satisfied with the issue of new securities. ASX Listing Rule 10.14 does not apply to the grant of Performance Rights to directors under an employee incentive plan where the securities to be acquired in the satisfaction of the Performance Rights are required by the terms of the scheme to be purchased on market.

While it is currently intended that securities will be purchased on market as opposed to issuing new securities to satisfy any Performance Rights that vest, the Board consider it good governance to seek approval from Securityholders for grants made to the MD.

Details of any Performance Rights issued under the scheme will be published in the Annual Financial Report, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan after this resolution is approved and who were not named in this Notice of Meetings will not participate until approval is obtained under that rule.

Key features and material terms of the FY25 Grant under the Equity Incentive Plan

The proposed grant to Mr Sewell is 1,271,394 Performance Rights. This is the maximum number of Performance Rights that will be granted to Mr Sewell and represents the LTI component of his total remuneration opportunity.

Abacus Group uses equity awards such as Performance Rights to align participant interests with those of Securityholders and to link incentive awards with Abacus Group's strategic goals and performance.

Abacus Group recognises its important role in managing Abacus Storage King. Accordingly, Abacus Group considers that it is imperative to incentivise Abacus Group KMP to drive the growth and performance of Abacus Storage King in the medium to long term. Specifically, this would include working with the Abacus Storage King Board to develop the strategic options regarding the future state of the Self Storage business. Having regard to these considerations, part of the MD's LTI award (or 20% of FR) will be tested against Abacus Storage King performance. Further details of these arrangements are set out below.

Details of the proposed grant are set out below.

a) Amount of grant:

In accordance with Mr Sewell's service agreement and the remuneration package approved by the Board for the FY25 financial year, Mr Sewell is entitled to the grant of Performance Rights under the Plan equal to 120% (being \$1,560,000) of his FR (LTI Entitlement).

No consideration will be payable by Mr Sewell for the grant of Performance Rights.

b) Number of Performance Rights:

The number of Performance Rights to be issued will be determined by dividing the value of the LTI to be awarded in the form of performance rights by the face value of an ABG Security. The face value is based on the ten-day VWAP for ABG Securities starting from the second Trading Day after the full year results announcement on 23 August 2024 for the year ended 30 June 2024. Dividing the total LTI Entitlement (i.e. \$1,560,000) by the value of an individual Performance Right (i.e. \$1.227, being the amount Abacus Group attributes to each Performance Right based on the face value calculated using the methodology set out above) will result in Mr Sewell receiving 1,271,394 Performance Rights.

1,944,542 Performance Rights in ABG have previously been issued to Mr Sewell under the Equity Incentive Plan. No consideration was payable by Mr Sewell for the grant of these Performance Rights.

c) Timing of issue of Performance Rights:

Performance Rights will be granted to Mr Sewell as soon as practicable after the AGM, but in any event within 12 months of the AGM.

- d) Vesting performance hurdles:
The Performance Rights will be tested against the relevant Performance Conditions following release of audited financial results for the final year of the relevant Performance Period.

For Mr Steven Sewell, half of the Performance Rights are tested on the third anniversary and half on the fourth anniversary of their grant.

- e) What are the Performance Conditions?
The Performance Rights are subject to three independent performance conditions (with a percentage of total Performance Rights granted to be separately tested against each performance condition) that will be tested separately at the end of each of the applicable performance periods:

1. Abacus Group EBIT Growth Outcome – Compound Annual Growth rate (**CAGR**) of Underlying Earnings Before Interest and Tax (**EBIT**) per security:
The EBIT growth outcome will be based on the performance of Abacus Group configured on a per security basis.
2. Abacus Group Relative Total Securityholder Return (**Relative TSR**):
Measured by taking into account the change in the ABG Security price over the relevant performance period as well as the distributions received (and assumed to be reinvested into ABG Securities on the ex-dividend date). Tax and any franking credits (or equivalent) will be ignored. This outcome will then be tested against a comparator group.
3. Abacus Storage King Relative Total Securityholder Return (**Relative TSR**):
Measured by taking into account the change in the ASK Security price over the relevant performance period as well as the distributions received (and assumed to be reinvested into ASK Securities on the ex-dividend date). Tax and any franking credits (or equivalent) will be ignored. This outcome will then be tested against a comparator group.

The comparator group for both the Abacus Group and Abacus Storage King Relative TSR conditions is outlined below.

The VWAP and re-invested distributions of Abacus Group, Abacus Storage King and the comparator group was measured over 30 calendar days, from 1 July 2024, which is the start of the Relative TSR performance period.

At the end of the relevant performance period, the same process will be repeated to determine the relevant VWAP calculations, and the relevant Performance Rights will be tested against these VWAP calculations.

- f) Vesting Conditions:
- 41.67% of total Performance Rights tested against Abacus Group EBIT Growth Outcome

Abacus Group EBIT per security CAGR of 2 – 6% results in LTI of 50% to 100% vesting on a sliding straight line scale.

In order for the LTI Performance Rights subject to the EBIT per security growth hurdle to vest, the EBIT per security growth outcome must exceed 2% CAGR for the relevant performance period.

Vesting will range between 50% on achieving the minimum performance hurdle of 2% CAGR over the performance period and 100% on achieving a performance hurdle of 6% CAGR. Vesting attainment will be on a straight line basis from 50% (at 2% growth) to 100% (at 6% CAGR).

- 41.67% of total Performance Rights tested against Abacus Group Relative Total Securityholder Return (Relative TSR)

In order for the LTI Performance Rights subject to this Relative TSR hurdle to vest, the Abacus Group TSR growth outcome must exceed a minimum of the 50th percentile of the comparator peer group of ASX listed entities over the relevant performance period.

Vesting will range between 50% (at 50th percentile achievement) to 100% (at 75th percentile or higher achievement) with straight line vesting between 50th percentile achievement and 75th percentile achievement.

- 16.66% of total Performance Rights tested against Abacus Storage King Relative Total Securityholder Return (Relative TSR)

In order for the LTI Performance Rights subject to this Relative TSR hurdle (ASK Related Rights) to vest, the Abacus Storage King TSR growth outcome must exceed a minimum of the 50th percentile of the comparator peer group of ASX listed entities over the relevant performance period.

Vesting will range between 50% (at 50th percentile achievement) to 100% (at 75th percentile or higher achievement) with straight line vesting between 50th percentile achievement and 75th percentile achievement.

The Board has determined the comparator group for the FY25 LTI for the Relative TSR test for each of Abacus Group and Abacus Storage King will be:

- BWP Trust (BWP)
- Charter Hall Retail REIT (CQR)
- Cromwell Property Group (CMW)
- Dexus Property Group (DXS)
- GPT Group (GPT)
- Growthpoint Properties (GOZ)
- Mirvac Group (MGR)
- National Storage REIT (NSR)
- Scentre Group Limited (SCG)
- Region Group (RGN)
- Stockland (SGP)
- Vicinity Centres (VCX)

- g) Additional conditions relating to the ASK Related Rights:
On vesting, the ASK Related Rights which are tested against the Abacus Storage King Relative TSR will be automatically exercised and converted to a cash equivalent amount (including distributions). This amount (net of tax) must be applied by the MD to be used to purchase Abacus Storage King securities within 12 months of vesting.
- h) Entitlement to distributions:
Participants receive an entitlement to securities or cash (as relevant) equal to accrued and reinvested distributions only on Performance Rights that vest and are exercised.
- i) Restrictions on securities trading:
In accordance with Abacus Group's and Abacus Storage King's Trading Policy, no director, employee, or associate may trade in ABG or ASK Securities at any time if they are in possession of non-public information which, if generally available, might materially affect the price or value of ABG or ASK Securities. They may only trade outside specified blackout periods.
- j) Cessation of Employment:
The treatment of any unvested Performance Rights at the time of termination depends upon the nature of the termination. If, for example, Mr Sewell is terminated for cause or for any other reason determined by the Board not to be a 'good leaver' circumstance, any unvested Performance Rights will lapse (unless the Board determine otherwise). If Mr Sewell is a good leaver (e.g. the termination is due to death, disability, termination without cause or genuine retirement), the unvested Performance Rights will remain on foot, subject to the original performance conditions as though employment had not ceased and will vest on the original vesting dates. However, the Board retain the discretion to lapse all or any part of unvested Performance Rights on cessation of employment.
- k) Change in control:
The Board may in its absolute discretion accelerate vesting on some or all of any unvested Performance Rights on a change in control, taking into consideration service and performance prior to the change in control.
- l) Other Information:
No loan will be provided to Mr Sewell in respect of the grant of the Performance Rights. Mr Sewell is prohibited from hedging the security price exposure in respect of Performance Rights.

Voting

Note that a voting exclusion applies to Resolution 3 on the terms set out in the Notice of Meetings.

Directors' recommendation

The directors (other than Steven Sewell) recommend that Securityholders vote **FOR** this Resolution.

The Chair of the Meetings intends to vote all undirected proxies held by the Chair **IN FAVOUR** of this Resolution.

Resolutions 4 and 5 – Grant of Replacement and Corrective Performance Rights to Steven Sewell

Background

Prior to the implementation of the de-stapling of Abacus Property Group in August 2023, Abacus Property Group had on issue Performance Rights which on vesting entitled participants to receive securities in Abacus Property Group (**Pre De-Stapling Rights**).

These Pre De-Stapling Rights (FY22 & FY23) were to be tested against a Relative TSR hurdle, under which the VWAP of **Combined Abacus Securities** for the period were to be tested against the VWAP of Combined Abacus Securities at the end of each relevant performance period and then compared against a comparator group. In connection with the de-stapling transaction, the 'starting' period VWAP that Pre De-Stapling Rights were to be tested against was reset to be based on the 30-day VWAP of Combined Abacus Securities starting from the de-stapling implementation date of 1 August 2023 (**FY22 & FY23 Starting VWAP**).

In addition, shortly following implementation of the de-stapling of Abacus Property Group, new Performance Rights were granted by Abacus Group (**FY24 ABG Rights**). These FY24 ABG Rights were incentives granted as part of the FY24 remuneration arrangements for Abacus Group and entitled the participant to receive (on vesting) ABG Securities only. These Performance Rights were to be tested against a Relative TSR hurdle, with a 'starting' period VWAP based on the 30-day VWAP of only ABG Securities starting from the de-stapling implementation date (**FY24 ABG Starting VWAP**).

The FY22 & FY23 Starting VWAP and the FY24 ABG Starting VWAP were the same and set during a period in which each of the ABG Securities and ASK Securities were still within the S&P/ASX 200 index. At the time of determining the Starting VWAP, it was not certain whether the ABG Securities and ASK securities would remain in the S&P/ASX 200 index after the completion of de-stapling.

Shortly after the FY22 & FY23 Starting VWAP and the FY24 ABG Starting VWAP were set, ABG Securities and ASK Securities were excluded from the S&P/ASX 200 index.

To ensure an ongoing, effective and economic incentive program (following the lapse of performance rights in FY24) the board proposes to grant new performance rights to management and extend the VWAP period from 30 to 90 days from 1 August 2023 to 31 October 2023.

The current RTSR component of the LTI plan did not perform as intended and resulted in a lapse of management performance rights, amplified by the resetting of the three grants (FY22, FY23 and FY24) to the same RTSR start date.

In this context, it is proposed to:

- (a) Grant Replacement (refers to a tranche of the FY22 Grant that vested and lapsed in June 2024) Performance Rights to participants (including the MD) who held Performance Rights which were tested against the Starting VWAP on 30 June 2024 and, following testing, these Performance Rights lapsed; and
- (b) Grant Corrective (refers to the FY22, FY23 and FY24 Grants that are unvested and will vest in the future) Performance Rights to participants (including the MD) who hold Performance Rights to be tested on each of 30 June 2025, 30 June 2026 and 30 June 2027 that will be tested against a starting VWAP which was calculated during a period in which ABG Securities and ASK Securities were in the ASX 200, making vesting of these Performance Rights more difficult to achieve (all other things being equal).

Each of these Replacement and Corrective Rights will also be tested against a Relative TSR performance condition and will, on vesting and exercise, entitle each holder to receive an ABG Security.

If ABG or ASK Securities are included again into the S&P/ASX 200 prior to vesting of the Replacement and or Corrective Performance Rights, the Board will have absolute discretion to determine any adjustments (including to any performance hurdles) required to the Replacement and Corrective Performance Rights.

Resolutions 4 and 5 relate to the proposed grant of these Replacement and Corrective Performance Rights to Steven Sewell, the MD.

Why is Securityholder approval being sought?

ASX Listing Rule 10.14 requires that Securityholders approve grants of equity securities (which include Performance Rights) issued to directors under an employee incentive plan which will (or may) be satisfied with the issue of new securities. ASX Listing Rule 10.14 does not apply to the grant of Performance Rights to directors under an employee incentive plan where the securities to be acquired in the satisfaction of the Performance Rights are required by the terms of the scheme to be purchased on market.

While it is currently intended that securities will be purchased on market as opposed to issuing new securities to satisfy any Performance Rights that vest, the Board consider it good governance to seek approval from Securityholders for grants made to the MD.

Details of any Performance Rights issued under the scheme will be published in the Annual Financial Report, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan after these resolutions are approved and who were not named in this Notice of Meetings will not participate until approval is obtained under that rule.

Resolution 4 – Grant of Replacement Rights to Steven Sewell, Managing Director

Abacus Group proposes to grant a maximum number of 252,423 Performance Rights to the MD following the lapse of his FY22 LTI Performance Rights that were tested on 30 June 2024 (**Replacement Rights**).

The Replacement Rights will be granted with a starting performance hurdle based on a VWAP period of 90 days from the completion of the de-stapling of Abacus Property Group on 1 August 2023 and then tested at the end of FY25 (30 June 2025) against this starting VWAP.

To ensure an ongoing and effective and economic incentive program (following the lapse of performance rights in FY24) the board is proposing that new performance rights be granted to management and extending the VWAP period from 30 to 90 days from 1 August 2023 to 31 October 2023. The initially set 30 day VWAP period did not allow adequate time to reflect the inevitable adjustments to shareholding and the associated volatility in the share price.

Details of the proposed grant of Replacement Rights are set out below.

Replacement FY22 Grant	
Amount of Grant	<p>The value of \$312,500, represents 25% of Mr Sewell's FY22 LTI Performance Rights based on 100% of his FY22 Fixed Remuneration of \$1,250,000.</p> <p>Please note the remaining 25% related to Relative TSR will be granted in Corrective Rights.</p> <p>No consideration will be payable by Mr Sewell for the grant of the Replacement Rights.</p>
Number of Performance Rights	<p>The number of Performance Rights to be issued will be determined by dividing the value of the LTI to be awarded in the form of Performance Rights by the face value of an ABG Security. The face value is based on the 10 day VWAP for ABG Securities starting from the date of de-stapling, being 1 August 2023.</p> <p>Dividing the total LTI Entitlement (i.e., \$312,500) by the value of an individual Performance Right (i.e. \$1.238, being the amount Abacus Group attributes to each Performance Right based on the face value calculated on the basis set out above will result in Mr Sewell receiving 252,423 Performance Rights.</p>
Vesting Performance Hurdles	<p>The Performance Rights will be tested against the Performance Condition following release of audited financial results for FY25.</p>
Performance Condition	<p>All of these Performance Rights will be tested based on a relative total Securityholder return hurdle, under which the starting VWAP of the Combined Abacus Securities will be based on a 90 day period following the implementation of the de-stapling of Abacus Property Group and this starting VWAP will be tested against the 90 day VWAP of Combined Abacus Securities to 30 June 2025 to determine growth in TSR. In order for these Replacement Rights to vest, the Combined Abacus Securities TSR growth outcome must exceed a minimum of the 50th percentile of the comparator peer group of ASX listed entities (set out in the Explanatory Statement to Resolution 3) over the performance period.</p> <p>Vesting will range between 50% (at 50th percentile achievement) to 100% (at 75th percentile or higher achievement) with straight line vesting between 50th percentile achievement and 75th percentile achievement.</p>

Please also refer to the Explanatory Statement for Resolution 3 for details of the MD's current total remuneration package (which these Replacement Rights will be in addition to), the number and acquisition price of Performance Rights previously issued to the MD under the Plan, the date by which Performance Rights will be issued and other material terms of the Plan (including an explanation for why Performance Rights are being used).

Resolution 5 – Grant of Corrective Rights to Steven Sewell, Managing Director

Abacus Group proposes to grant a maximum number of 1,387,318 Performance Rights to the MD. These Performance Rights (Corrective Rights) will have performance hurdles which are to be tested on 30 June 2025, 30 June 2026, and 30 June 2027.

To ensure an ongoing and effective and economic incentive program (following the lapse of performance rights in FY24) the board is proposing that new performance rights be granted to management and extending the VWAP period from 30 to 90 days from 1 August 2023 to 31 October 2023.

The Corrective Rights will be granted on the basis of a starting VWAP period of 90 days from implementation of the de-stapling of Abacus Property Group and then tested at each of the relevant dates against this starting VWAP. The initially set 30 day VWAP period did not allow adequate time to reflect the inevitable adjustments to shareholding and the associated volatility in the share price.

However, an adjustment will be made in recognition that certain existing Performance Rights (with a starting period VWAP based on the 30 day post de-stapling FY22 & FY23 Starting VWAP or 30 day post de-stapling FY24 ABG Starting VWAP) (together, Existing Performance Rights) will remain on foot to be tested against a Relative TSR on 30 June 2025, 30 June 2026, and 30 June 2027. In particular, if any of these Existing Performance Rights vest in respect of a particular testing date, the relevant Corrective Rights that could vest on those dates will be reduced by the number of the Existing Performance Rights that vest.

This means participants will only receive the number of ABG Securities which is equal to the difference between their entitlement to ABG Securities on any vesting of the Corrective Rights for a particular testing date and their entitlement to ABG Securities on any vesting of their Existing Performance Rights to be tested on the same testing date. This adjustment ensures that the MD and other Plan participants will not receive more than 100% of their initial intended incentivisation outcome.

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Corrective Performance Rights	Tranche 1 ¹	Tranche 2	Tranche 3
Amount of Grant	\$312,500 represented as 25% of the MD's FY22 LTI Grant based on 100% of his FY22 Fixed Remuneration of \$1,250,000. No consideration will be payable by Mr Sewell for the grant of these Corrective Rights.	\$625,000, representing 50% of the MD's FY23 LTI Grant based on 100% of his FY23 Fixed Remuneration of \$1,250,000. No consideration will be payable by Mr Sewell for the grant of these Corrective Rights.	\$780,000, representing 50% of the MD's FY24 LTI Grant based on 120% of his FY24 Fixed Remuneration of \$1,300,000. No consideration will be payable by Mr Sewell for the grant of these Corrective Rights.
Number of Performance Rights	The number of Performance Rights to be issued will be determined by dividing the amount of the grant set out above by the face value of an Abacus Group security. The face value is based on the 10 day VWAP for ABG Securities starting from the date of de-stapling, being 1 August 2023. Dividing the total LTI Entitlement (i.e., \$312,500) by	The number of Performance Rights to be issued will be determined by dividing the amount of the grant set out above by the face value of an Abacus Group security. The face value is based on the 10 day VWAP for ABG Securities starting from the date of de-stapling, being 1 August 2023. Dividing the total LTI Entitlement (i.e., \$625,000) by	The number of Performance Rights to be issued will be determined by dividing the amount of the grant set out above by the face value of an Abacus Group security. The face value is based on the 10 day VWAP for ABG Securities starting from the date of de-stapling, being 1 August 2023. Dividing the total LTI Entitlement (i.e., \$780,000) by

¹Please note the Replacement grant and Tranche 1 of the Corrective Performance Rights together represents 50% of the FY22 Grant to the MD.

Corrective Performance Rights	Tranche 1 ¹	Tranche 2	Tranche 3
	the value of an individual Performance Right (i.e., \$1.238, being the amount Abacus Group attributes to each Performance Right based on the face value calculated on the basis set out above) will result in Mr Sewell receiving 252,423 Performance Rights.	the value of an individual Performance Right (i.e., \$1.238, being the amount Abacus Group attributes to each Performance Right based on the face value calculated on the basis set out above) will result in Mr Sewell receiving 504,847 Performance Rights.	the value of an individual Performance Right (i.e., \$1.238, being the amount Abacus Group attributes to each Performance Right based on the face value calculated on the basis set out above) will result in Mr Sewell receiving 630,048 Performance Rights.
Vesting Performance Hurdles	The Corrective Rights will be tested against the relevant Performance Condition following release of audited financial results for FY25 (for 100% of the Corrective Rights).	The Corrective Rights will be tested against the relevant Performance Condition following release of audited financial results for FY25 (for 50% of the Corrective Rights) and FY26 (for the remaining 50% of the Corrective Rights).	The Corrective Rights will be tested against the relevant Performance Condition following release of audited financial results for FY26 (for 50% of the Corrective Rights) and FY27 (for the remaining 50% of the Corrective Rights).
Performance Conditions	<p>100% of these Corrective Rights to be tested on a relevant testing date will be tested based on a relative total Securityholder return hurdle, under which the VWAP of Combined Abacus Securities for the 'starting' period (being a 90 day period following the implementation of the de-stapling of Abacus Property Group) will be tested against:</p> <ul style="list-style-type: none"> in respect of 100% of these Corrective Rights, the 90 day VWAP of Combined Abacus Securities from 30 June 2025. <p>In order for these Corrective Rights to vest on the relevant testing date, the Combined Abacus Securities TSR growth outcome must exceed a minimum of the 50th percentile of the comparator peer group of ASX listed entities (set out in the Explanatory Statement to</p>	<p>100% of these Corrective Rights to be tested on a relevant testing date will be tested based on a relative total Securityholder return hurdle, under which the VWAP of Combined Abacus Securities for the 'starting' period (being a 90 day period following the implementation of the de-stapling of Abacus Property Group) will be tested against:</p> <ul style="list-style-type: none"> in respect of 50% of these Corrective Rights, the 90 day VWAP of Combined Abacus Securities from 30 June 2025; and in respect of the other 50% of these Corrective Rights, the 90 day VWAP of Combined Abacus Securities from 30 June 2026. <p>In order for these Corrective Rights to vest on the relevant testing date, the Combined Abacus Securities TSR growth</p>	<p>83.33% of these Corrective Rights to be tested on a relevant testing date will be tested based on a relative total Securityholder return hurdle, under which the VWAP of ABG Securities for the 'starting' period (being a 90 day period following the implementation of the de-stapling of Abacus Property Group) will be tested against:</p> <ul style="list-style-type: none"> in respect of 50% of these Corrective Rights, the 90 day VWAP of ABG Securities from 30 June 2026; and in respect of the other 50% of these Corrective Rights, the 90 day VWAP of ABG Securities from 30 June 2027. <p>16.667% of these Corrective Rights to be tested based on a relative total Securityholder return hurdle, under which the</p>

Corrective Performance Rights	Tranche 1 ¹	Tranche 2	Tranche 3
	<p>Resolution 3) over the performance period.</p> <p>Vesting will range between 50% (at 50th percentile achievement) to 100% (at 75th percentile or higher achievement) with straight line vesting between 50th percentile achievement and 75th percentile achievement.</p>	<p>outcome must exceed a minimum of the 50th percentile of the comparator peer group of ASX listed entities (set out in the Explanatory Statement to Resolution 3) over the performance period.</p> <p>Vesting will range between 50% (at 50th percentile achievement) to 100% (at 75th percentile or higher achievement) with straight line vesting between 50th percentile achievement and 75th percentile achievement.</p>	<p>VWAP of ASK Securities for the ‘starting’ period (being a 90 day period following the implementation of the de-stapling of Abacus Property Group) will be tested against:</p> <ul style="list-style-type: none"> • in respect of 50% of these Corrective Rights, the 90 day VWAP of ASK Securities from 30 June 2026; and • in respect of the other 50% of these Corrective Rights, the 90 day VWAP of ASK Securities from 30 June 2027. <p>In order for these Corrective Rights to vest on the relevant testing date, the relevant ABG Security or ASK Security TSR growth outcome must exceed a minimum of the 50th percentile of the comparator peer group of ASX listed entities (set out in the Explanatory Statement to Resolution 3) over the performance period.</p> <p>Vesting will range between 50% (at 50th percentile achievement) to 100% (at 75th percentile or higher achievement) with straight line vesting between 50th percentile achievement and 75th percentile achievement.</p>
<p>Other conditions</p>	<p>An adjustment will be made for Existing Performance Rights and vesting under the Existing Performance Rights (so only a differential is received between the vesting of the Existing Performance Rights and the Corrective Rights, to ensure that the MD would not receive more than 100% of his initial incentivisation opportunity).</p>		

Please also refer to the Explanatory Statement for Resolution 3 for details of the MD's current total remuneration package (which these Replacement Rights will be in addition to), the number and acquisition price of Performance Rights previously issued to the MD under the Plan, the date by which Performance Rights will be issued and other material terms of the Plan (including an explanation for why Performance Rights are being used).

Voting

Note that a voting exclusion applies to Resolutions 4 and 5 in the terms set out in the Notice of Meetings.

Directors' recommendation

The directors (other than Steven Sewell) recommend that Securityholders vote **FOR** Resolutions 4 and 5.

The Chair of the Meetings intends to vote all undirected proxies held by the Chair **IN FAVOUR** of Resolutions 4 and 5.

ENQUIRIES

Securityholders are asked to contact the Investor Relations at Investorrelations@abacusgroup.com.au or Boardroom at abacus@boardroomlimited.com.au if they have any queries in respect of the matters set out in these documents.

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GLOSSARY

Abacus Securities or Combined Abacus Securities mean both ABG Securities and ASK Securities.

ABG Securities or Securities mean Abacus Group (ASX:ABG) securities.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2024 Annual Report to Securityholders for the period ended 30 June 2024 as lodged by the Abacus Group with ASX on 23 August 2024.

Annual General Meetings or AGM or Meetings means the Annual General Meetings of the Companies and, unless otherwise indicated, means the meeting of the Companies' members convened by this Notice of Meetings.

ASIC means Australian Securities and Investment Commission.

ASK Securities mean Abacus Storage King Group (ASX:ASK) securities.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or Listing Rules means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Abacus Group is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report dated 23 August 2024 as included in the Annual Financial Report.

Board means the current board of Directors of the Companies.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meetings.

Closely Related Party of a member of the **KMP** means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Companies;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporation Regulations 2001 (Cth).

Companies means Abacus Group Holdings Limited and Abacus Group Projects Limited.

Constitutions means the Companies' constitution.

Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

Corrective Rights refers to the FY22,23 and 24 Rights that are unvested- will vest in the future.

Director means a current director of the Companies.

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

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meetings.

Incentive Plan or **Plan** means the employee incentive scheme entitled "Equity Incentive Plan".

KMP means key management personnel (including the Directors).

Notice of Meetings or **Notice of Annual General Meetings** means this notice of annual general meetings dated 18 October 2024 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if more than 50% of the total votes cast by Securityholders entitled to vote on the resolution are voted in its favour at the meetings.

Performance Right means a performance right which, subject to its terms, could convert to a Security.

Pre De-stapling Rights means the FY22 and FY23 LTI Grants made prior to the 1 August 2023 de-stapling of Abacus Property Group.

Proxy Form means the proxy form attached to this Notice of Meetings.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Replacement Rights refers to the FY22 Grant that vested and lapsed in June 2024.

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

Restricted Voter has the meaning set out in the Explanatory Statement.

Securityholder means a holder of an ABG Security.

Share Registry means Boardroom Pty Ltd.

Spill Meeting has the meaning set out in the Explanatory Statement.

Spill Resolution has the meaning set out in the Explanatory Statement.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means volume-weighted average price.



All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (AEDT) on Monday, 18 November 2024.**

📧 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/abgagm2024>

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

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



Scan QR Code using smartphone
QR Reader App

📄 TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm (AEDT) on Monday, 18 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 💻 **Online** <https://www.votingonline.com.au/abgagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

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

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Your Address

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 13, 77 Castlereagh Street, Sydney on Wednesday, 20 November 2024 at 12:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, 3, 4 or 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1, 3, 4 and 5 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1, 3, 4 and 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mark Haberlin as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Grant of FY25 Performance Rights to Steven Sewell, Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Replacement Rights to Steven Sewell, Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of Corrective Rights to Steven Sewell, Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2024

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