

22 May 2025

The Manager Companies
ASX Limited
20 Bridge Street
Sydney NSW 2000

(6 pages)

Dear Madam,

RESULTS OF ANNUAL GENERAL MEETING

I advise that resolutions 1 to 9 put to shareholders at today's Annual General Meeting of Shareholders as set out in the attached document were passed and decided by way of a poll.

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution Description	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable):			
	For	Against	Open	Abstain*	For	Against	Abstain*	
1. Approval of Remuneration Report	2,759,242,512	188,860,811	21,288,275	232,432	2,771,518,287 (93.62%)	188,860,811 (6.38%)	232,432	Passed on a poll
2. Re-election of Norman Seckold as a Director	2,619,734,475	492,148,308	24,294,775	2,656,647	2,635,075,168 (84.26%)	492,148,308 (15.74%)	2,656,647	Passed on a poll
3. Re-election of James Crombie as a Director	2,663,816,400	450,865,533	21,284,775	2,867,497	2,676,147,093 (85.58%)	450,865,533 (14.42%)	2,867,497	Passed on a poll
4. Re-election of Emma Hall as a Director	3,112,971,634	1,680,799	21,324,275	2,857,497	3,125,341,827 (99.95%)	1,680,799 (0.05%)	2,857,497	Passed on a poll
5. Approval to grant Performance Rights to Norman Seckold	2,054,163,469	19,839,588	21,286,775	915,507,632	2,066,437,744 (99.05%)	19,839,588 (0.95%)	915,507,632	Passed on a poll
6. Approval to grant Performance Rights to Justin Werner	2,054,751,816	19,177,959	21,283,775	874,410,480	2,067,023,091 (99.08%)	19,177,959 (0.92%)	874,410,480	Passed on a poll
7. Approval to grant Performance Rights to Chris Shepherd	2,054,069,007	19,821,205	21,311,838	874,421,980	2,066,368,345 (99.05%)	19,821,205 (0.95%)	874,421,980	Passed on a poll
8. Approval to grant Share Rights to Chris Shepherd	1,315,581,359	758,380,425	21,237,266	874,424,980	1,327,806,125 (63.65%)	758,380,425 (36.35%)	874,424,980	Passed on a poll
9. Approval to increase Non-Executive Directors fees	2,774,830,801	173,193,363	21,281,387	121,775,220	2,787,099,688 (94.15%)	173,193,363 (5.85%)	121,775,220	Passed on a poll

* Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item.

Yours sincerely



Richard Edwards
Company Secretary

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders is to be convened at Level 5, 1 Margaret Street, Sydney, NSW, on Thursday, 22 May 2025 at 11.00am (AEST).

Shareholders unable to attend the AGM in person will be able to view a webcast of the meeting at:
<https://webcast.openbriefing.com/nic-agm-2025/>

Shareholders are encouraged to lodge a directed proxy and submit written questions in advance of the meeting. Instructions on doing so are set out in the Notice and Access Letter sent to Shareholders along with the Notice of Meeting.

The Explanatory Memorandum provides additional information on matters to be considered at the AGM.

The Directors have determined pursuant to regulations 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 20 May 2025 at 7.00pm (AEST).

ASX takes no responsibility for the contents of this Notice.

AGENDA**BUSINESS**

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 31 December 2024.

To consider and, if thought fit, pass the following Resolutions, with or without amendment:

Resolution 1: Approval of Remuneration Report

'That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 31 December 2024 be and is hereby adopted.'

Resolution 2: Re-election of Norman Seckold as a Director

'That in accordance with Article 15.6 of the Constitution, and for all other purposes, Norman Seckold retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3: Re-election of James Crombie as a Director

'That in accordance with Article 15.6 of the Constitution, and for all other purposes, James Crombie retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 4: Re-election of Emma Hall as a Director

'That in accordance with Article 15.10 of the Constitution, and for all other purposes, Emma Hall retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 5: Approval to grant Performance Rights to a Director, Norman Seckold

'That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Norman Seckold (and/or his nominee) under the Company's Performance Rights Plan on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.'

Resolution 6: Approval to grant Performance Rights to the Managing Director, Justin Werner

'That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Justin Werner (and/or his nominee) under the Company's Performance Rights Plan on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.'

Resolution 7: Approval to grant Performance Rights to a Director, Chris Shepherd

'That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to Chris Shepherd (and/or his nominee) under the Company's Performance Rights Plan on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.'

Resolution 8: Approval to grant Share Rights to a Director, Chris Shepherd

'That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of share rights to Chris Shepherd (and/or his nominee) under the Company's Performance Rights Plan on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.'

Resolution 9: Approval to increase Non-Executive Directors fees

'That, pursuant to and in accordance with Article 15.13 of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum total fees payable to non-executive Directors be increased from A\$1,050,000 per annum to A\$1,700,000 per annum on the terms and conditions in the Explanatory Memorandum.'

VOTING RESTRICTIONS

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast on or behalf of certain persons, on the Resolutions to be considered at the Annual General Meeting. These voting exclusions and prohibitions are described below.

Resolution 1 - Approval of Remuneration Report: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company's consolidated group (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies), unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

Resolutions 5, 6 and 7: Approval of grant of Share Rights to Directors and Resolution 8: Approval of issue of Shares to Director: The Company will disregard any votes cast in favour of Resolutions 5, 6, 7 and 8 by or on behalf of any director who is eligible to participate in the Performance Rights Plan (or an associate of that person or those persons).

However, this does not apply to a vote cast in favour of **Resolutions 5, 6, 7 and 8:**

- by a person as proxy or attorney for a person 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

- by the chairperson 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 chairperson to vote on the resolution as the chairperson 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 those resolutions; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote on Resolutions 5, 6, 7 and 8 must not be cast as a proxy by a person who is a member of the KMP at the date of the Meeting or their Closely Related Parties where the proxy appointment does not specify the way a proxy is to vote on the Resolution, unless:

- the proxy is the chairperson of the Meeting; and
- the proxy appointment expressly authorises the chairperson to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a KMP member.

Resolution 9 - Increase to Directors' fees: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of a Director or any of their associates. However, this does not apply to a vote cast in favour of a resolution by:

- (a) 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 that way; or
- (b) 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 Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote on Resolution 9 must not be cast by a person appointed as a proxy, where that person is either a member of the KMP or a closely related party of such member. However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the KMP.

Further information in relation to these Resolutions is set out in the Explanatory Memorandum **below**.

By order of the Board



Richard Edwards
Company Secretary

11 April 2025

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