

Nick Scali Limited

ABN: 82 000 403 896

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Nick Scali Limited (the **Company**) will be held at:

Date: 29 October 2025
Time: 11.00am (AEDT)
Venue: Room H, Level 4, 100 Walker Street, North Sydney, NSW 2060

The attached Explanatory Memorandum explains the items of business to be considered at the Annual General Meeting (**AGM**) and forms part of, and should be read in conjunction with, this Notice of Meeting. Capitalised terms in this Notice of Meeting are defined in the Explanatory Memorandum.

1. AGENDA

Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2025.

Ordinary Business

Resolution 1 – Remuneration Report

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

"To adopt the Remuneration Report of the Company for the year ended 30 June 2025 as set out on pages 10 to 15 of the Annual Report."

Under the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director William (Bill) Koeck

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

"That William Koeck, who retires by rotation in accordance with the Company's Constitution rule 7.1(f), be re-elected as a Non-Executive Director of the Company."

Resolution 3 – Election of Director Niran Peiris

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

"That Niran Peiris, who, having been appointed as a Director since the last general meeting of the Company retires in accordance with the Company's Constitution rule 7.1(d), be elected as a Director of the Company."

2. VOTING EXCLUSION STATEMENTS

Resolution 1 – Remuneration Report

A vote must not be cast in any capacity on Resolution 1 by or on behalf of:

- a) a member of the KMP as disclosed in the remuneration report; and
- b) a Closely Related Party of those persons.

However, a person may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- a) the person is appointed as a proxy in writing that specifies the way the proxy is to vote; or
- b) the person voting is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP, including the Chair.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair where the proxy appointment expressly authorises the Chair to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on the resolution in Item 1 on the voting form, you will be expressly authorising the Chair to exercise your proxy even if the resolution in Item 1 is connected directly or indirectly with the remuneration of a KMP of the Company, which includes the Chair. The Chair intends to vote undirected proxies able to be voted in favour of the resolution in Item 1.

If Shareholders (including nominees, custodians or fiduciaries) have questions on the voting restrictions outlined above, they should contact the Company's share registrar, MUFG Corporate Markets (AU) Limited.

3. ENTITLEMENT TO ATTEND AND VOTE

In accordance with Regulation 7.11.37 of the Corporations Regulations and the ASX Settlement Operating Rules, Company shares will be taken to be held by persons who are registered as Shareholders at 7:00pm (AEDT) on 27 October 2025. Accordingly, transfers of shares in the Company registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

By order of the Board

Kylie Archer

Company Secretary

26 September 2025

Notes

Proxies

If you are a Shareholder entitled to attend and vote at the AGM, you may appoint an individual or a body corporate to vote as a proxy. If a body corporate is appointed as a proxy, the body corporate must ensure that it appoints a corporate representative in accordance with Section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

If you are entitled to cast two or more votes, you may nominate one or two persons to vote on your behalf at the AGM. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes resulting from the appointment of proxies will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. A Proxy Form and a reply paid envelope have been included for Shareholders with this Notice of Meeting. Proxy voting instructions are provided on the back of the Proxy Form.

A proxy need not be a holder of Shares in the Company. If you wish to direct a proxy on how to vote on a resolution, place a mark (e.g. a cross) in the appropriate box on the Proxy Form and your votes may only be exercised in that manner. You may split your voting direction by inserting the number of Shares or percentage of Shares that you wish to vote in the appropriate box.

Proxy Delivery

Proxies must be given by post, fax, delivery or online and must be received by the Company's share registrar, MUFG Corporate Markets (AU) Limited, by no later than 11:00am (Sydney time) on 27 October 2025, being 48 hours before the AGM:

By post:	Nick Scali Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235	
By facsimile:	In Australia	02 9287 0309
	From outside Australia	61 2 9287 0309
By delivery:	MUFG Corporate Markets (AU) Limited Parramatta Square Level 22, Tower 6 10 Darcy Street Parramatta NSW 2150	
Online	www.mpms.mufg.com	

Any revocations of proxies must be received at one of these places before the commencement of the AGM, or at the registration desk on the day of the AGM before the commencement of the AGM.

Please note Link Market Services (part of Link Group) was acquired by Mitsubishi UFJ Trust & Banking Corporation, a consolidated subsidiary of Mitsubishi UFJ Financial Group, Inc. (MUFG) on 16 May 2024. Link Market Services have rebranded to its new name, MUFG Corporate Markets, a division of MUFG Pension & Market Services.

Voting at the meeting

In accordance with the Company's constitution, the Chair intends to call a poll on each resolution proposed at the AGM. An ordinary resolution will be passed where more than 50% of the eligible votes cast are in favour of it.

Annual General Meeting – Explanatory Memorandum

1. Ordinary Business

1.1 Consideration of the Reports

In accordance with the requirements of the Corporations Act, the Financial Report, Directors' Report and Independent Auditor's Report of the Company for the most recent financial year, which are included in the Company's Annual Report, will be laid before the AGM.

Shareholders will be provided with the opportunity to ask questions about the reports or about the Company generally, but there will be no formal resolution put to the AGM. The auditor will be available at the AGM to answer any questions in relation to the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report, the independence of the auditor in relation to the conduct of the audit and the conduct of the audit of the Financial Report.

1.2 Resolution 1 – Remuneration Report

The Corporations Act requires listed companies to put a remuneration report relating to director and executive remuneration for each financial year to members at their AGM. The Remuneration Report is included on pages 10 to 15 of the Company's Annual Report, which accompanies this Notice of Meeting.

The Remuneration Report outlines the remuneration arrangements in place for Directors and executives of the Company, and summarises the Company's remuneration philosophy as well as providing details of the Remuneration and Human Resources Committee, which is an established Board sub-committee.

Under section 250R(3) of the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

The Chair intends to vote all undirected proxies able to be voted in favour of Resolution 1.

1.3 Resolution 2 – Re-election of William (Bill) Koeck

In accordance with rule 7.1(f) of the Company's constitution, William (Bill) Koeck retires from office at this general meeting, and being eligible to do so, offers himself for re-election as a Non-Executive Director of the Board.

Bill was appointed to the Board on 1 August 2020. He is a member of both the Audit Committee and the Remuneration and Human Resources Committee. Bill is an experienced legal adviser with over 40 years of experience in mergers and acquisitions, equity capital markets, private equity, restructuring and corporate governance. For over 20 years, Bill has been a part time lecturer in corporate and securities law in the Masters of Law course at the University of Sydney. Bill was a Member of the Federal Governments Takeovers Panel. Bill is currently a Non-Executive Director of Poulos Bros.Group and was previously Non-Executive Deputy Chair and lead Independent Director for Coronado Global Resources Inc (ASX: CRN).

The Directors (with William (Bill) Koeck abstaining) recommend Shareholders vote in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

1.4 Resolution 3 – Election of Director Niran Peiris

In accordance with rule 7.1(d) of the Company's Constitution, Niran Peiris retires from office at this general meeting, and being eligible to do so, offers himself for re-election.

Niran Peiris – Independent Non-Executive Director

Niran Peiris was appointed to the Board on 2 September 2025. Niran has an extensive background in financial services and insurance having been a Member of the Board of Management of Allianz SE, CEO of Allianz Australia and also having held a number of other executive level roles (including CFO) at Allianz and other Australian insurance companies. Prior to that he worked in accounting services firms as a tax specialist. Niran is currently Lead Director and Independent Non-Executive Director for Peter Warren Automotive Holdings Limited (ASX: PWR).

The Directors (with Niran Peiris abstaining) recommend that shareholders vote in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

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2. Glossary

Auditor's Report means the auditor's report of KPMG Australia dated 8 August 2025 as included in the Annual Financial Report.

ASX means the Australian Securities Exchange.

ASX Listing Rules means the listing rules of the ASX.

Board means the Board of Directors of the Company.

Chair means the chair of the AGM.

Closely Related Party has the meaning given to it in the Corporations Act.

Company means Nick Scali Limited (ABN 82 000 403 896).

Corporations Act means *Corporations Act 2001* (Cth),

Corporations Regulations means *Corporations Regulations 2001* (Cth)

Director means a director of the Company

Explanatory Memorandum means the explanatory memorandum which forms part of this Memorandum.

Group means the Company and its subsidiaries.

Key Management Personnel or **KMP** has the meaning given to it in the *Corporations Act 2001* (Cth).

Memorandum means all of the documents accompanying the Notice of Meeting and referred to in the contents section.

Non-Executive Director means a non-executive director of the Company.

Notice of Meeting means the notice of meeting which forms part of this Memorandum.

Proxy Form means the proxy form for the AGM, attached as Attachment A.

Resolution means a resolution in the Notice of Meeting.

Share means a fully paid ordinary share issued by the Company.

Shareholder means a person who holds shares in the Company.

Attachment A – Proxy Form

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LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

Nick Scali Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Nick Scali 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 **11:00am (AEDT) on Wednesday, 29 October 2025 at Room H, Level 4, 100 Walker Street, North Sydney, NSW 2060** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Director William (Bill) Koeck

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Director Niran Peiris

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 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).

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STEP 1

STEP 2

STEP 3



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 in favour of each item of business set out in this Proxy Form, including where the Resolution is 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 support@cm.mpms.mufig.com 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.mpms.mufig.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Monday, 27 October 2025**, 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://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/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).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com>

into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Nick Scali Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

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.

For personal use only

NICK SCALI LIMITED
A.B.N: 82 000 403 896

nickscali

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AUSTRALIA

TEL: +61 2 9748 4000

26 September 2025

Dear Shareholder

2025 Annual General Meeting

On behalf of the Board of Directors of Nick Scali Limited, I am pleased to invite you to participate in the 2025 Annual General Meeting (AGM) of Nick Scali Limited on Wednesday 29th October 2025 at 11:00 (AEDT). The AGM will be held at Room H, Level 4, 100 Walker Street, North Sydney NSW 2060.

To download the Notice of Meeting and Explanatory Memorandum (Notice) and Annual Report electronically please go to our website (www.nickscali.com.au/investor-information). Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: NCK).

If you are unable to attend the AGM but wish to vote, you can appoint a proxy using the Proxy Form available at (www.nickscali.com.au/investor-information). For the appointment of your proxy to be effective, you will need to submit the proxy form by no later than 11:00 (AEDT) on 27 October 2025 being 48 hours before the AGM. The methods of submission including online options are included on the Proxy Form.

Receive your shareholder correspondence electronically

To help the environment and reduce printing and mailing costs, we strongly encourage all shareholders to receive investor communications electronically. By providing us with your email address and updating your communication preference, we will be able to notify you of important communications including Annual Reports, Notices of Shareholder Meetings, as well as potential new investment opportunities and capital raisings.

If you are happy to receive correspondence by email going forward, please update your email address and communication preference by visiting our Share Registry's website at [Investor Centre - Australia | MUFG Corporate Markets](#) and login to your portfolio or create your portfolio if you don't have one set up. Once logged in, click on 'Communications' from the top menu and select 'Preferences'. From here you can select your Communication Preference and update your email address.

The Chair intends to vote all undirected proxies in favour of all resolutions, where permitted.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Wednesday 29th October 2025.

Kylie Archer
Company Secretary

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