



ABN 34 002 700 361

Need assistance?



Phone:

1300 855 080 (within Australia)
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www.investorcentre.com/contact

CVC

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

CVC Limited Annual General Meeting

The CVC Limited Annual General Meeting will be held on Wednesday, 12 November 2025 at 11:00am (Sydney time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 11:00am (Sydney time) on Monday, 10 November 2025.



ATTENDING THE MEETING IN PERSON

The meeting will be held at Corrs Chambers Westgarth, Quay Quarter Tower, Level 37, 50 Bridge St, Sydney NSW 2000.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

For personal use only



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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time) on Monday, 10 November 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

☐

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



I 9999999999

I ND

■ Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of CVC Limited hereby appoint

☐

the Chairperson
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairperson of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of CVC Limited to be held at Corrs Chambers Westgarth, Quay Quarter Tower, Level 37, 50 Bridge St, Sydney NSW 2000 on Wednesday, 12 November 2025 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chairperson authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson.

Important Note: If the Chairperson of the Meeting is (or becomes) your proxy you can direct the Chairperson to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | | For | Against | Abstain |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Election of Mr John Scott Leaver as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of on-market buy back | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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



For personal use only

CVC Limited
(ACN 002 700 361)

NOTICE OF ANNUAL GENERAL MEETING

Date: Wednesday, 12 November 2025

Time: 11:00 am (Sydney time)

Place: Corrs Chambers Westgarth, Quay Quarter Tower, Level 37, 50 Bridge St, Sydney
NSW 2000

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NOTE: Capitalised terms used in this document are defined in the Glossary.

Key dates

| | |
|---------------------------------------|--|
| Due date for lodgement of Proxy Forms | 11:00 am (Sydney time) on 10 November 2025 |
| Record date | 7:00 pm (Sydney time) on 10 November 2025 |
| Annual General Meeting | 11:00 am (Sydney time) on 12 November 2025 |

NOTE: The above timetable is indicative only. The Company may vary any of the above dates subject to the Corporations Act, the Listing Rules and any other applicable law.

Important information

The Notice of Meeting is dated 10 October 2025.

A copy of this Notice of Meeting has been lodged with ASIC. ASIC does not take any responsibility for the contents of this Notice of Meeting.

This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolutions set out in the Notice of Meeting.

The Company plans to physically hold the Meeting at Corrs Chambers Westgarth, Quay Quarter Tower, Level 37/50 Bridge St, Sydney NSW 2000.

Financial amounts in this Notice of Meeting are expressed in Australian dollars unless otherwise stated

This Notice of Meeting is governed by the law in force in New South Wales, Australia.

Corporate directory

Directors

Mr Mark Avery
Mr Craig Treasure
Mr Ian Campbell
Mr John Leaver

Company Secretary

Mr Mark Avery

Registered office

Suite 4, Level 40, Governor Phillip Tower 1 Farrer Place, Sydney NSW 2000 Australia

Website

<http://www.cvc.com.au/>

Share registry

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001
Australia
Telephone: 1300 850 505

Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact Computershare on 1300 850 505 during business hours.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting (**Meeting**) of the Shareholders of CVC Limited (**Company**) will be held at Corrs Chambers Westgarth, Quay Quarter Tower, Level 37/50 Bridge St, Sydney NSW 2000 at 11:00 am (Sydney time) on 12 November 2025 for the purpose of transacting the business set out in this Notice of Meeting.

ORDINARY BUSINESS

1 Financial Reports

To receive the financial statements, directors' report and auditor's report for the Company and its controlled entities for the financial period from 1 July 2024 to 30 June 2025.

Note: The Financial Reports are contained in the Annual Report, which is available on the Company's website at <http://www.cvc.com.au/>. There is no requirement for Shareholders to approve these Financial Reports. The Financial Reports will be laid before the Meeting and, at the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company, and for Shareholders to ask the auditor questions about the conduct of the audit and content of the auditor's report. Shareholders may also submit questions in writing before the Meeting. The list of any such questions will be presented at the Meeting for discussion and responses.

2 Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial period from 1 July 2024 to 30 June 2025."

Note: The Remuneration Report is set out in the Annual Report and contains details of the Company's policy for determining the remuneration for the Directors and senior executives. It includes information on the methodology adopted and the elements of remuneration which are fixed and those which are related to performance. At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report. This Resolution is advisory only and does not bind the Company or the Directors.

3 Resolution 2 – Election of Mr John Scott Leaver as a Director of the Company

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

"To elect, as a director of the Company, Mr John Scott Leaver, who retires in accordance with clause 19.3 of the Company's constitution and offers himself for re-election."

SPECIAL BUSINESS

4 Resolution 3 – Approval of on-market buy back

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

"That, for the purposes of section 257C of the Corporations Act and for all other purposes, approval is given to the Company to conduct an on-market share buy-back of up to 20,000,000 Shares, during the 12 month period after the date of the Meeting and on the terms set out in the Explanatory Notes."

By order of the board of the Company

Mark Avery
Managing Director and Company Secretary
10 October 2025

Voting exclusion statements – Corporations Act

| | |
|--------------|---|
| Resolution 1 | <p>In accordance with the Corporations Act, the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel (KMP) in any capacity whose remuneration is included in the Remuneration Report and closely related parties (as defined in the Corporations Act) of a KMP (Excluded Persons). However, an Excluded Person may cast a vote on the resolution if:</p> <ul style="list-style-type: none">• that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of an Excluded Person; or• the proxy is the Chairperson and the appointment expressly authorises the Chairperson to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. |
|--------------|---|

Chairperson's voting intentions

The Chairperson intends to vote undirected proxies on, and in favour of, all proposed Resolutions. If there is a change to how the Chairperson intends to vote undirected proxies, the Company will make an announcement to the market.

Voting entitlement

Any person registered as a Shareholder on the Register at 7:00 pm (Sydney time) on 10 November 2025 is entitled to attend and vote at the Meeting.

Registrable transmission applications or transfers registered after the time specified above will be disregarded in determining entitlements to vote at the Meeting.

In the case of Shares held by joint holders, only one of the joint Shareholders is entitled to vote. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the Register will be counted.

Each Shareholder may vote by attending the Meeting in person or by proxy, attorney or, in the case of a corporation which is a Shareholder, by corporate representative.

Voting in person

Any Shareholder entitled to attend and vote at the Meeting who wishes to attend and vote at the Meeting in person will be admitted to the Meeting and given a voting card upon disclosure of their name and address at the point of entry to the Meeting.

Voting by proxy

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

A proxy need not be a Shareholder.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, that Shareholder may appoint 2 proxies. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights. If the Shareholder does not specify the proportion or number of the Shareholder's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the Shareholder's votes.

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly completed Proxy Form must be lodged in any of the following ways:

- (a) By mail to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia

- (b) By fax to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
- (c) Online
 - (i) You can appoint a proxy online and submit your voting instructions (if any) by visiting www.investorvote.com.au and following the instructions on the website. To use this online facility, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and the six digit control number shown on your Proxy Form. If you lodge an online proxy appointment in accordance with the instructions, you will be taken to have signed or authorised the Proxy Form.
 - (ii) Custodians and nominees with access to Intermediary Online can appoint a proxy online and submit their voting instructions (if any) at www.intermediaryonline.com.

To be valid, your completed Proxy Form must be received by 11:00am (AEDT) on 10 November 2025.

Please note that post only reaches the above address on Business Days in Sydney, Australia. A proxy will be admitted to the Meeting and given a voting card upon providing written evidence of their name and address at the point of entry to the Meeting. The return of a completed Proxy Form will not preclude a Securityholder from attending in person and voting at the Meeting.

Voting by attorney

An attorney of any Shareholder entitled to attend and vote at the Meeting may attend the Meeting, and vote on that Shareholder's behalf.

If a Shareholder wishes to vote by attorney at the Meeting, that Shareholder must, if they have not already done so, deliver the original, or a certified copy of, the power of attorney by the methods specified above so that it is received before the Meeting commences or, alternatively, ensure the power of attorney is brought to the Meeting and presented at the point of entry to the Meeting.

A Shareholder's attorney will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer (i.e. the Shareholder) at the point of entry to the Meeting.

Voting by corporate representative

A corporation that is a Shareholder must appoint a person to act as its representative to vote at the Meeting (if it does not wish to vote by proxy or attorney). The appointment must comply with the Corporations Act. An authorised corporate representative will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer (i.e. the Shareholder) at the point of entry to the Meeting.

Explanatory Notes

These explanatory notes have been prepared for the information of Shareholders in connection with the business to be transacted at the Meeting.

1 Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders.

The Remuneration Report relates to the twelve-month accounting period from 1 July 2024 to 30 June 2025.

In accordance with section 250R(3) of the Corporations Act, Shareholders' vote on Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will take the discussion of the Remuneration Report at the Meeting into consideration when determining the Company's remuneration policy in the future and consider concerns Shareholders may raise in relation to remuneration issues.

Where a resolution on the Remuneration Report receives a "no" vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director, Mark Avery) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's 2024 remuneration report did not receive a Strike at the Company's 2024 annual general meeting held on 27 November 2024.

If the Remuneration Report receives a Strike at this Meeting, then at the Company's 2026 annual general meeting, in addition to a vote on the Company's 2026 remuneration report, the Company will be required to put a conditional resolution to the meeting in accordance with section 250V(1) of the Corporations Act, which will be put to the meeting if the Company's 2026 remuneration report receives a Strike. If the conditional resolution is passed by an ordinary resolution of Shareholders, the Board (other than Mr Mark Avery, as Managing Director) will be required to stand for re-election.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2 Resolution 2 – Election of Mr John Scott Leaver as a Director of the Company

Article 19.3 of the Company's constitution provides the Company must hold an election of directors each year. The directors to retire are those directors longest in office since last being elected and, as between directors who were elected on the same day, the directors to retire are either determined by agreement or, in default of agreement, by ballot.

The Board has agreed that Mr John Scott Leaver will retire and seek re-election in accordance with article 19.3 of the Company's constitution.

Mr Leaver was appointed as a Director on 21 February 2022. Relevant information about Mr Leaver is set out on page 13 of the Annual Report.

The Board (other than Mr Leaver) supports the re-election of Mr Leaver and recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors (other than Mr Leaver) has an interest in the outcome of this Resolution.

3 Resolution 3 – Approval of on-market buy back

3.1 Background

Resolution 3 seeks Shareholder approval of an on-market buyback of up to 20,000,000 Shares, representing 17.15% of the issued Shares of the Company as at 10 October 2025 (**2025 On-Market Buy Back**).

On 27 November 2024, the Company announced that it may undertake an on-market buy back of up to 20,000,000 Shares (**2024 Buy Back**). Shareholders approved the 2024 Buy Back for the purposes of section 257C of the Corporations Act at the Company's 2024 annual general meeting. The approval for the 2024 Buy Back expires on 26 November 2025.

Resolution 3 seeks Shareholder approval to conduct the 2025 On-Market Buy Back to allow the Company to buy back a further 20,000,000 Shares within the 12-month period following the date of the Meeting.

If Shareholder approval of Resolution 3 is obtained, it is not guaranteed the Company will buy back the maximum number of Shares permitted under the 2025 On-Market Buy Back, or any Shares at all.

3.2 Shareholder approval

Under the Corporations Act, a listed company can buy back its own shares on-market if the buy back does not materially prejudice its ability to pay its creditors and it follows the procedures set out in the Corporations Act. Shareholder approval is required if the number of shares bought back in the last 12 months is greater than 10% of the minimum number of shares on issue at any time during the last 12 months (**10/12 Limit**).

Approval is sought for an on-market buyback of up to 20,000,000 Shares by the Company, representing 17.15% of the issued Shares as at 10 October 2025.

The Company wants to retain the flexibility to continue buying back Shares up to a threshold of 17.15% of Shares currently on issue as at 10 October 2025.

3.3 Conditions

The 2025 On-Market Buy Back is subject to the following conditions:

- Shareholders approving Resolution 3; and
- transactions in Shares have been recorded on the ASX on at least 5 trading days in the 3 months preceding each date the Company buys back Shares, as required by Listing Rule 7.29.

3.4 Terms

If the above conditions are satisfied, the terms of the 2025 On-Market Buy-Back will be as follows:

- all Shareholders will be entitled to sell their Shares on-market for the Company to buy back;
- the maximum number of Shares to be bought back is 20,000,000 Shares (being 17.15% of the total number of issued Shares as at 10 October 2025). If Shareholder approval of Resolution 3 is obtained, it is not guaranteed the Company will buy back the maximum number of Shares permitted under the 2025 On-Market Buy Back, or any Shares at all;

- the price to be paid by the Company for Shares will be the then prevailing market price on the ASX and, in accordance with Listing Rule 7.33, the purchase price will not be more than 5% above the five-day volume weighted average market price of Shares;
- the usual rules for settlement of transactions which occur on-market on the ASX will apply;
- the 2025 On-Market Buy-Back will occur over the 12 month period following the Meeting; and
- in accordance with section 257H(2) of the Corporations Act, all Shares which are bought back will be cancelled.

3.5 **Related parties' right to participate in the 2025 On-Market Buy Back**

Section 208(1)(a) of the Corporations Act prohibits the Company from giving a financial benefit to 'related parties' of the Company (as defined in the Corporations Act) without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party.

No Directors intend to sell into the 2025 On-Market Buy Back and it is not envisaged that any other related party will sell into the 2025 On-Market Buy Back.

However, to the extent that a related party does participate in the 2025 On-Market Buy Back, the Company considers that the proposed purchase of Shares from related parties under the 2025 On-Market Buy Back falls within the 'arm's length' exception in section 210 of the Corporations Act for the following reasons and, therefore, Shareholder approval is not required:

- to the extent the related parties wish to participate in the 2025 On-Market Buy Back, they will only be entitled to sell their Shares on the same terms as those that apply to other Shareholders who are not related parties of the Company;
- the ability of related parties to participate in the 2025 On-Market Buy Back may assist the Company to obtain the advantages of the 2025 On-Market Buy Back outlined below;
- the impact on the proportion of Shares held by continuing Shareholders at completion of the 2025 On-Market Buy Back will be the same irrespective of whether any related parties participate in the 2025 On-Market Buy Back; and
- the terms of the purchase of Shares from related parties would be reasonable in the circumstances if the Company were dealing at arm's length.

3.6 **Financial effect of the 2025 On-Market Buy Back**

The Company intends to utilise its cash reserves (including from any future profits) to pay for the Shares it buys back (if any).

The financial effect of the 2025 On-Market Buy Back will be to reduce the Company's cash reserves.

Shares will not be bought back under the 2025 On-Market Buy Back if it would materially prejudice the Company's ability to pay its creditors.

3.7 **Advantages of the 2025 On-Market Buy Back**

The key advantages of the 2025 On-Market Buy Back are as follows:

- enhances the Company's ability to return surplus capital in a cost effective manner;
- offers the Company the flexibility to commence or cease the buy back program at any time, in response to changes in share price or market conditions or other demands on the Company's cash reserves;
- all Shareholders are entitled to offer their Shares to be purchased by the Company;

- creates an extended period of liquidity for Shareholders to sell Shares back to the Company where that liquidity may not have been available to Shareholders;
- promotes a more efficient capital structure; and
- allows continuing Shareholders to control a larger proportion of Shares.

3.8 **Disadvantages of the 2025 On-Market Buy Back**

The key disadvantages of the 2025 On-Market Buy Back are as follows:

- reduces the cash reserves of the Company, possibly limiting future investment opportunities. However, the Company can commence or cease buying back Shares at any time, in response to changes in share price, market conditions or other demands on the Company's cash reserves; and
- if the Company buys back 20,000,000 Shares (being the number of Shares for which approval under Resolution 3 is sought), Mr John Scott Leaver's interest in the Company could increase from 35.15% as at 10 October 2025 to a maximum of 42.42% (if Mr Leaver does not participate in the 2025 On-Market Buy Back and does not otherwise dispose of any Shares). Given the maximum interest Mr Leaver may obtain if he does not participate in the 2025 On-Market Buy Back, the Board will take all relevant factors into account in determining the extent to which the 2025 On-Market Buy Back is implemented (if at all).

Participating in the 2025 On-Market Buy Back may have financial, taxation, or other ramifications for Shareholders depending upon each Shareholder's personal circumstances. The Board recommends that Shareholders obtain their own professional advice.

3.9 **Directors' recommendation**

The Board recommends that Shareholders vote in favour of this Resolution.

Glossary

In this Notice of Meeting, unless the context or subject matter otherwise requires:

| | |
|--|---|
| 10/12 Limit | has the meaning given in section 3.2. |
| 2023 Buy Back | has the meaning given in section 3.1. |
| 2024 On-Market Buy Back | has the meaning given in section 3.1. |
| Annual Report | means the annual report for the Company for the financial period between 1 July 2024 and 30 June 2025. |
| ASX | means ASX Limited (ABN 98 008 624 691) or the financial market operated by it. |
| Board | means the board of Directors. |
| Business Day | has the meaning given to that term in the Listing Rules. |
| Chairperson | means the chairperson of the Board. |
| Company | means CVC Limited ACN 002 700 361. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time. |
| Director | means a director of the Company. |
| Key Management Personnel or KMP | means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company. |
| Listing Rules | means the official listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX. |
| Meeting | means the annual general meeting of the Company to be held at the time and place specified in this Notice of Meeting. |
| Notice of Meeting | means this document, comprising the notice of annual general meeting, the explanatory notes and all schedules. |
| Proxy Form | means the proxy form accompanying this Notice of Meeting. |
| Register | means the register of shareholders of the Company. |
| Remuneration Report | means the remuneration report of the Company for the financial period between 1 July 2024 and 30 June 2025 as set out on pages 18 to 23 of the Annual Report. |
| Resolution | means the resolutions proposed at the Meeting, as set out in the Notice of Meeting. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means a holder of a Share. |