

21 October 2025

Annual General Meeting

Tasmea Limited (**ASX: TEA**) (**Tasmea or the Company**) will be holding its 2025 Annual General Meeting (**AGM**) on Wednesday 19 November 2025 at the offices of Tasmea Limited, Level 2, 170 Fullarton Road, Dulwich, South Australia commencing at 2:00pm (ACDT) (Adelaide time).

Notice of Annual General Meeting

The Notice of Annual General Meeting can be viewed and downloaded from the Tasmea Limited website at: <https://shareholders.tasmea.com.au/investor-centre/annual-general-meetings>.

Information regarding each of the resolutions is set out in the Explanatory Notes accompanying the Notice of Meeting.

In accordance with Section 110D(1) of the *Corporations Act 2001 (Cth)*, the Company is not required to send hard copies of the Notice of Annual General Meeting to shareholders unless a shareholder has requested a hard copy or made an election under Section 110E of the *Corporations Act 2001 (Cth)* to receive documents from the Company in hard copy form.

If you are unable to access the meeting documents online, please contact the Company Secretary via email at Admin@tasmea.com.au

Proxy Forms

Shareholders wishing to lodge a proxy should follow the instructions on their personalised Proxy Form which must be lodged with Tasmea's share registry, MUFG Corporate Markets (AU) Limited, no later than 2:00 pm (ACDT) (Adelaide time) on Monday 17 November 2025.

If you have any queries on how to cast your vote, please call the Company's share registry on +61 1800 830 977 (from outside Australia) between the hours of 8:00 am and 5:00 pm (AWST).

Electronic Communications

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the meeting documents.

To review or update your current communication preferences, please visit the share registry's website at <https://au.investorcentre.mpms.mufg.com> and select the "Communications" tab. You will need your portfolio login details or your Securityholder Reference Number or Holder Identification Number.

This announcement was authorised for release by Stephen Young, Managing Director.

For enquiries, please contact:

Stephen Young
Managing Director, Tasmea Limited
+61 (08) 8212 2929
Admin@tasmea.com.au

About Tasmea Limited

Tasmea owns and operates 25 inter-dependent leading Australian diversified specialist trade skill services businesses focused on Essential Shutdown, Programmed Maintenance, Emergency Breakdown, and Brownfield Upgrade Services of fixed plant for a blue-chip essential asset owner customer base.

Tasmea primarily provides these specialist trade skills services to fixed plant for essential industry asset owners in six growing industry sectors: mining and resources, defence, infrastructure and facilities, power and renewable energy, telecommunications and retail, and waste and water.



Tasmea Limited

Notice of 2025 Annual General Meeting

The Annual General Meeting of Tasmea Limited
will be held at the Adelaide offices of Tasmea Limited
Level 2, 170 Fullarton Road, Dulwich SA 5065
on Wednesday, 19 November 2025
commencing at 2:00 pm (ACDT).

For personal use only

Notice of 2025 Annual General Meeting

Tasmea Limited (Tasmea or the Company) will hold its Annual General Meeting (AGM) at 2:00pm (ACDT) (Adelaide time) on Wednesday, 19 November 2025 for the purposes of transacting the business set out in this Notice.

The voting and participation information and the Explanatory Notes form part of this Notice.

Agenda

Ordinary Business

Financial Report

To receive the Financial Statements, Directors' Report and Auditor's Report for Tasmea Limited and its controlled entities for the year ended 30 June 2025.

These statements and reports can be viewed in the Annual Report which is available at www.tasmea.com.au.

Note: There is no requirement for Shareholders to approve these reports and accordingly no resolution will be put to Shareholders regarding this item of business.

Resolution 1 – Adoption of Remuneration Report

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

That, for the purposes of section 250R(2) of the Corporations Act, the remuneration report for the financial year ended 30 June 2025, as set out in Tasmea's 2025 Annual Report, be adopted.

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

Resolution 2 – Election of Trent Northover as a Director

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

That, pursuant to and in accordance with article 7.3(i) of the Constitution and for all other purposes, Mr Trent Northover retires and, being eligible, is re-elected as a Director with immediate effect on the terms and conditions in the Explanatory Notes.

Note: No voting exclusions apply to this resolution.

Resolution 3 – Re-election of Michael Terlet as a Director

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

That Mr Michael Terlet AO, a Director who retires by rotation pursuant to Rule 7.3(c) of the Constitution, and being eligible, offers himself for re-election, is re-elected as a Director.

Note: No voting exclusions apply to this resolution.

Resolution 4 – Ratification of Prior Issue of Shares under ASX Listing Rule 7.4

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 1,714,286 fully paid ordinary shares of the Company, in respect of the acquisition of Flanco Group on the terms set out in the Explanatory Notes to this Notice of Annual General Meeting.

Note: Voting exclusions apply to this resolution. Refer to the Explanatory Notes.

Resolution 5 – Ratification of Prior Issue of Shares under ASX Listing Rule 7.4

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 714,286 fully paid ordinary shares of the Company, in respect of the acquisition of Vertex Group on the terms set out in the Explanatory Notes to this Notice of Annual General Meeting.

Note: Voting exclusions apply to this resolution. Refer to the Explanatory Notes.

Resolution 6 – Ratification of Prior Issue of Shares under ASX Listing Rule 7.4

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 1,583,000 fully paid ordinary shares of the Company, in respect of the issue of shares to the Tasmea Employee Share Trust on the terms set out in the Explanatory Notes to this Notice of Annual General Meeting.

Note: Voting exclusions apply to this resolution. Refer to the Explanatory Notes.

Resolution 7 – Ratification of Prior Issue of Shares under ASX Listing Rule 7.4 – Institutional Placement

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 10,000,000 fully paid ordinary shares of the Company, in accordance with the terms set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.

Note: Voting exclusions apply to this resolution. Refer to the Explanatory Notes.

Resolution 8 – Approval of Financial Assistance – Forefront Services Acquisition

To consider and, if thought fit, to pass as a special resolution the following:

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by MGW Engineering Services Pty Ltd (a subsidiary of Tasmea) in connection with the relevant acquisition as more particularly described in the Explanatory Notes accompanying the Notice of Annual General Meeting.

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 9 – Approval of Financial Assistance – Future Group Acquisition

To consider and, if thought fit, to pass as a special resolution the following:

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by Future Engineering & Communication Pty Ltd as trustee for the Future Engineering & Communication Unit Trust, Future Power WA Pty Ltd, Rollwell Engineering Pty Ltd and Westplant Pty Ltd (subsidiaries of Tasmea) in connection with the relevant acquisition as more particularly described in the Explanatory Notes accompanying the Notice of Annual General Meeting.

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 10 – Approval of Financial Assistance – Flanco Group Acquisition

To consider and, if thought fit, to pass as a special resolution the following:

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by Flanco Pty Ltd and Flanco Kalgoorlie Pty Ltd (subsidiaries of Tasmea) in connection with the relevant acquisition as more particularly described in the Explanatory Notes accompanying the Notice of Annual General Meeting.

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 11 – Approval of Financial Assistance – Vertex Group Acquisition

To consider and, if thought fit, to pass as a special resolution the following:

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by Vertex Power & Process Pty Ltd and VTX Group Services Pty Ltd (subsidiaries of Tasmea) in connection with the relevant acquisition as more particularly described in the Explanatory Notes accompanying the Notice of Annual General Meeting.

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

By order of the Board


Stephen Young
 Managing Director
 21 October 2025


Simone Thompson
 Company Secretary

How to Participate in the AGM and Vote

How to participate in the 2025 Annual General Meeting

Tasmea Limited (Tasmea or the Company) will hold its Annual General Meeting (AGM) on Wednesday, 19 November 2025, beginning at 2:00pm (ACDT) (Adelaide time). Details regarding how to attend the AGM are set out below.

Venue and Registration

The meeting will be held at the Tasmea Limited Adelaide Office, Level 2, 170 Fullarton Road, Dulwich SA. In person registrations for the AGM will commence at 1:30pm (ACDT).

How to vote

Direct voting – prior to the meeting

You may cast a direct vote prior to the meeting either online at <https://au.investorcentre.mpms.mufg.com/> or by completing and submitting a Voting Form.

If you use the Voting Form to cast your direct vote, you must mark Box A in Step 1 on the Voting Form and mark “For” or “Against” on each of Resolutions 1 to 11.

If you cast a direct vote prior to the meeting, you may still participate in the meeting. If you participate in the meeting, the Chair has determined that your direct vote will not be cancelled unless you cast a live vote during the meeting or complete and submit a poll voting card on the day.

Voting in person - during the meeting

Eligible Shareholders may attend the meeting and vote in person.

You may still attend the meeting and vote in person even if you have lodged a direct vote or appointed a proxy prior to the meeting. You will be provided with a poll voting card on the day. If you have previously submitted a Voting Form and you vote during the meeting, your vote at the meeting will cancel your direct vote (unless you instruct Tasmea or MUFG Corporate Markets otherwise) or suspend your proxy appointment while you are present at the meeting.

While you are not required to submit your Voting Form if you attend the meeting in person, please bring your personalised Voting Form with you as it will help you register your attendance at the meeting. If you do not bring your Voting Form with you, you can still attend the meeting but representatives from MUFG Corporate Markets will need to verify your identity.

Appointing a proxy

You can appoint a proxy to participate and vote on your behalf as an alternative to participating in the meeting in person or casting a direct vote in advance of the meeting.

You may appoint a proxy either online at <https://au.investorcentre.mpms.mufg.com/> or by completing and submitting a Voting Form prior to the meeting.

If you use the Voting Form to appoint a proxy, you must mark Box B in Step 1 on the Voting Form. You can direct your proxy how to vote on Resolutions 1 to 11 by marking “For” or “Against” for each item.

A proxy does not need to be a Shareholder of Tasmea. A proxy may be an individual or company. If you are a Shareholder entitled to cast two or more votes you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Voting Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number on both forms, each proxy may exercise half of the votes. You must return both Voting Forms together. If you require an additional Voting Form, please contact MUFG Corporate Markets on +61 1300 554 474.

If you complete and submit a Voting Form and no direction is given or you do not mark Box A or Box B, the Chair will be appointed as your proxy.

If you mark both Box A and Box B, you will be taken not to have appointed a proxy and your direct votes will be counted.

If you appoint a proxy, you may still participate in the meeting. However, your proxy's right to speak and vote will be suspended while you are participating.

On a poll, if:

- you have appointed a proxy (other than the Chair) and your appointment specifies the way the proxy is to vote on the resolution; and
- your proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chair will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.

Impact of your proxy appointment on your voting instructions

If you appoint the Chair as your proxy and do not direct the Chair how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If you appoint any other member of Tasmea's key management personnel (KMP) or their closely related party as your proxy, they will not be able to vote your proxy on Resolution 1 (Adoption of Remuneration Report) unless you have directed them how to vote.

"Closely related party" is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a KMP.

If you intend to appoint a KMP or their closely related party or the Chair as your proxy, you are encouraged to direct them how to vote on Resolution 1 (Adoption of Remuneration Report) by marking "For", "Against" or "Abstain" for this Resolution.

The Chair's voting intentions

The Chair intends to vote available proxies in favour of Resolutions 1 to 11.

If there is a change to how the Chair intends to vote undirected proxies, Tasmea will make an announcement to the market.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a Shareholder (including by attorney or corporate representative) is conclusive.

Submitting your Voting Form

Your completed Voting Form must be received by no later than 2:00pm (ACDT) (Adelaide time) on Monday, 17 November 2025. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to MUFG Corporate Markets.

You can lodge your vote:

- online at <https://au.investorcentre.mpmms.mufg.com/> by following the instructions. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the Voting Form
- by completing the Voting Form and:
 - posting it to MUFG Corporate Markets using the reply-paid envelope or to Locked Bag A14, Sydney South, NSW 1235
 - faxing it to +61 (2) 9287 0309

- using a mobile device by scanning the QR code on the back of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.

How to ask questions

Before the AGM

We invite Shareholders to submit questions or comments to Tasmea or the external auditor in advance of the meeting. If you wish to submit questions or comments before the AGM, they must be received by Tasmea no later than 2:00pm (ACDT) (Adelaide time) on Friday 14 November 2025.

Questions may be submitted before the AGM by posting the attached Question Form to:

Tasmea Limited
C/- MUFG Corporate Markets
Locked Bag A14
Sydney South NSW 1235

During the AGM

During the AGM, Shareholders and proxy holders will have a reasonable opportunity to ask questions or make comments.

We will endeavour to address as many of the more frequently raised relevant topics as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Other information

Electronic copies

Tasmea believes that the best way for Shareholders to receive meeting documentation, annual reports and other information on Tasmea matters is electronically.

To review or update your current communication preference simply logon to our share registry's website at <https://au.investorcentre.mpms.mufg.com/> and select the "Communications" tab. You will need your portfolio login details or your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

Update your details

To update information about your shareholding go to the MUFG Investor Centre:
<https://au.investorcentre.mpms.mufg.com/> .

Tasmea's registered office and contact details

Tasmea Limited
ABN 22 088 588 425
75 Verde Drive
Jandakot WA 6164
Phone: +61 8 8212 2929
Email: admin@tasmea.com.au
Website: www.tasmea.com.au

Key Information

Eligibility to attend and vote

You are eligible to attend and vote at the meeting if you are registered as a Tasmea Shareholder at 2:00pm (Adelaide time) on Monday, 17 November 2025.

Last date to submit Voting Form

Your completed Voting Form must be received by no later than 2:00pm (Adelaide time) on Monday, 17 November 2025.

Chair's voting intentions

The Chair intends to vote all available proxies in favour of Resolutions 1 to 11.

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the Explanatory Notes for further information on the proposed resolutions and applicable voting exclusions.

Questions from Shareholders

Shareholders may direct questions during the meeting to the Chair about the operations and management of Tasmea, or to Tasmea's auditor about the content of the auditor's report and the conduct of the audit.

For personal use only

Explanatory Notes

The Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the AGM of the Company.

The Directors recommend Shareholders read the Explanatory Notes carefully as it forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

Item 1 – Financial Report

In accordance with section 317 of the Corporations Act 2001 (Cth) (Corporations Act), the business of an annual general meeting must include the receipt and consideration of the financial statements and reports required by law for the past financial year.

The financial statements and reports are found in the Tasmea's 2025 Annual Report which is available for Shareholders to access and can be downloaded from the Tasmea website www.tasmea.com.au.

There is no requirement for Shareholders to approve these statements or reports. However, the Chair will allow a reasonable opportunity to ask questions and make comments on these financial statements and reports.

Ernst & Young conducted the audit of Tasmea for the last financial year. Ernst & Young has been invited to attend this meeting and Tasmea has been advised that a suitably qualified member of the audit team of Ernst & Young, who conducted the audit of Tasmea for the last financial year, will attend the meeting.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by Tasmea in the preparation of the Financial Statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2025 (FY25) is set out in Tasmea's 2025 Annual Report. The report outlines Tasmea's executive remuneration framework and the FY25 remuneration outcomes for the Tasmea Board, the Managing Director and Key Management Personnel.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting.

The resolution is advisory only. The Board will consider and take into account the outcome of the vote and feedback from Shareholders on the Remuneration Report when reviewing Tasmea's remuneration policies.

Board recommendation

The Directors recommend that Shareholders vote in favour of resolution 1.

Voting exclusion Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Key Management Personnel (KMP) whose remuneration is disclosed in the Remuneration Report, or any of their Closely Related Parties, regardless of the capacity in which the vote is cast; and

- as a proxy by a member of the KMP at the date of the Meeting, or any of their Closely Related Parties, unless the vote is cast as proxy for a person entitled to vote on Resolution 1 in accordance with:
 - (a) a direction on the Proxy Form; or
 - (b) by the Chair of the Meeting as proxy pursuant to an express authorisation to exercise the proxy as the Chair decides, even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 – Election of Trent Northover as a Director

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Pursuant to the Constitution, any Director so appointed holds office only until the next meeting of Shareholders and is then eligible for election by Shareholders.

Resolution 2 provides that Mr Trent Northover, having been appointed by the Board on 3 February 2025, retires and being eligible, seeks election as a Director from Shareholders under article 7.3 of the Constitution.

If Resolution 2 is passed, Mr Trent Northover will be re-elected as a Director. If Resolution 2 is not passed, Mr Trent Northover will retire as a Director. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next general meeting.

Resolution 2 is an ordinary resolution. The Chair intends to exercise all available proxies in favour of Resolution 2.

A description of his experience, qualifications and competencies follows:

Mr Trent Northover

Executive Director

Mr Trent Northover was appointed as a Director on 3 February 2025 and is the Chief Operating Officer of Central and Eastern operations for Tasmea.

Trent also serves as Chief Executive Officer of ICE Engineering and Construction, a Tasmea Group business. He brings over 15 years of experience in operations, contract management and executive leadership across the oil and gas, construction, and industrial services sectors.

Prior to joining Tasmea, Trent held several senior leadership roles at KAEFER Integrated Services Pty Ltd, including Chief Operating Officer and Executive General Manager – Eastern Australia, where he was also a member of the Australian Executive Board. His career spans broad geographic and operational scopes, with previous commercial and project-focused roles at EDS Australasia, Thiess, ISG plc, and Project Coordination Australia.

Trent holds a Master of Business Administration (MBA) from the University of Adelaide and an Advanced Diploma in Construction Management from the Master Builders Association.

Board Recommendation

The Directors (other than Mr Northover, who abstains from making a recommendation in respect of his own election) have considered the candidate both in respect of individual merits and overall Board composition, and recommend Shareholders vote in favour of Resolution 2.

Resolution 3 – Re-election of Michael Terlet as a Director

Section 7.3 of Tasmea's Constitution, which contains similar requirements to ASX Listing Rule 14.4, states that:

- A Director must retire from office no later than the longer of the third AGM, or three years following that Director's last election or appointment; and
- If the Company has three or more Directors, one third of the Directors must retire at each AGM.

Directors who retire from office in this manner are eligible for re-election.

Mr Michael Terlet was last elected to office on 30 November 2022. Pursuant to Section 7.3 of the Tasmea Constitution and ASX Listing Rule 14.4, Mr Terlet retires and offers himself for re-election.

A description of his experience, qualifications and competencies follows:

Mr Michael Terlet AO

Non-Executive Director

Mr Michael Terlet AO was appointed to the E&A Limited board of directors on 16 October 2007 and was chair of the E&A Limited board from July 2018 to November 2023.

Michael was responsible for the formation and growth of Australia's largest private sector defence and aerospace company, AWA Defence Industries, from 1978 to 1992. In 1991, he was recognised and made an officer of the General Order of Australia for contributions to industry and export.

He has undertaken a number of directorships in both private and public companies and has served as chair of Australia's largest privately owned water company, United Water International Pty Ltd, Workcover, SA Centre for Manufacturing, Defence Manufacturing Council SA (MTIA), South Australian Small Business Advisory Council, SDS Corporation Ltd and as president of the South Australian Employers Chamber of Commerce and Industry and the Engineering Employers Association.

Mr Terlet AO chairs the Audit and Risk Committee and also the Nomination and Remuneration Committee.

Board recommendation

The Directors (other than Mr Terlet, who abstains from making a recommendation in respect of his own re-election) have considered the candidate both in respect of individual merits and overall Board composition, and recommend Shareholders vote in favour of Resolution 3.

Resolution 4, 5, 6, 7 – Ratification of Previous Issue of Shares under ASX Listing Rule 7.4

Resolutions 4, 5, 6 and 7 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of fully paid ordinary shares made in connection with the acquisitions, employee share plan and institutional placement outlined below. Each is a separate matter under the Listing Rules and will therefore be voted on as an individual resolution.

ASX Listing Rule 7.1 provides that a company must not, subject to specific exemptions, issue or agree to issue more equity securities during any 12 month period than 15% of the number of fully paid ordinary securities on issue at the commencement of the period.

ASX Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in General Meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

By ratifying the issues described below, the Company will retain flexibility to issue equity securities in the future up to its full 15% annual placement capacity set out in Listing Rule 7.1. If Resolutions 4-7 are not passed, the relevant shares will continue to be included in calculating the Company's 15% placement limit under Listing Rule 7.1, reducing the Company's capacity to issue additional securities without prior Shareholder approval.

Resolution 4 – Flanco Group Acquisition

On 1 April 2025, Tasmea acquired 100% of the shares in Flanco Group, which includes Flanco Pty Ltd and Flanco Kalgoorlie Pty Ltd (collectively referred to as Flanco Group).

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares to the vendors of Flanco Group as part consideration for the acquisition, as announced to ASX on 3 April 2025.

Key terms of the issue – ASX Listing Rule 7.4

ASX Listing Rule 7.4 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval:

- Number of securities issued: 1,714,286 ordinary shares
- Date of issue: 16 May 2025
- Issue price: \$3.50 per share (deemed)
- Recipients: Flannery Commercial Pty Ltd as trustee for the Flannery Trust; Hamilton (WA) Pty Ltd as trustee for the Cooper Family Trust; and Moller Enterprises Pty Ltd as trustee for the Moller Family Trust
- Shares rank equally with existing ordinary shares.
- Total value: \$6.0 million issued as part satisfaction of purchase consideration.

Summary of Material Terms – Flanco Group Sale Agreement – ASX Listing Rule 7.5.7

Tasmea entered into a Share Purchase Agreement with the Shareholders of Flanco Group to acquire 100% of the issued capital. The principal terms of that agreement are summarised below:

- Completion: 16 May 2025
- Purchase consideration: \$27 million upfront, comprising \$21 million in cash and \$6.0 million in Tasmea shares (1,714,286 shares at a deemed issue price of \$3.50 per share)
- Deferred purchase consideration: Up to \$23.4 million in earn-out payments over four years, subject to Flanco Group achieving specified EBIT performance targets under Tasmea's ownership
- Other terms: customary conditions precedent, warranties, indemnities and restraint provisions.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Flannery Commercial Pty Ltd as trustee for the Flannery Trust, Hamilton (WA) Pty Ltd as trustee for the Cooper Family Trust and Moller Enterprises Pty Ltd as trustee for the Moller Family Trust, and any of their associates, unless cast:

- a) As 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;
- b) 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 as the Chair 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:
- a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Vertex Group Acquisition

On 1 June 2025, Tasmea acquired 100% of the units and shares in Vertex Group, which includes Vertex Power & Process Pty Ltd and VTX Group Services Pty Ltd (collectively referred to as Vertex Group).

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares to the vendors of Vertex Group as part consideration for the acquisition, as announced to the ASX on 2 June 2025.

Key terms of the issue – ASX Listing Rule 7.4

ASX Listing Rule 7.4 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval:

- Number of securities issued: 714,286 ordinary shares
- Date of issue: 24 July 2025
- Issue price: \$3.50 per share (deemed)
- Recipients: Brent Joel Carthew (in his own right and as trustee for the Carthew Family Trust); Stephen David Parker (in his own right) and Michelle Louise Parker (as trustees for the Parker Family Trust)
- Shares rank equally with all existing ordinary shares
- Total value: \$2.5 million issued as part satisfaction of purchase consideration.

Summary of Material Terms – Vertex Group Sale Agreement – ASX Listing Rule 7.5.7

Tasmea entered into a Share and Unit Sale Agreement with the Shareholders of Vertex Power & Process Pty Ltd and the unitholders of VTX Group Services Unit Trust (together, Vertex vendors) to acquire 100% of the issued shares and units in those entities. The principal terms of that agreement are summarised below:

- Completion: 24 July 2025
- Purchase consideration: \$10 million upfront, comprising \$7.5 million in cash and \$2.5 million in Tasmea shares (714,286 shares at a deemed issue price of \$3.50 per share)
- Deferred purchase consideration: Up to \$2.75 million in earn-out payments over three years, subject to Vertex Group achieving specified EBIT performance targets under Tasmea's ownership
- Other terms: customary conditions precedent, warranties, indemnities and restraint provisions.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Brent Joel Carthew in his own right and as trustee for the Carthew Family Trust, Stephen David Parker in his own

right and together with Michelle Louise Parker as trustees for the Parter Family Trust, and any of their associates, unless cast:

- a) As 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;
- b) 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 as the Chair 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:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

Resolution 6 – Tasmea Employee Share Trust

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares to Tasmea ESP Pty Ltd as trustee of the Tasmea Employee Share Trust, as announced to the ASX on 30 May 2025.

Key terms of the issue – ASX Listing Rule 7.4

ASX Listing Rule 7.4 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval:

- Number of securities issued: 1,583,000 ordinary shares;
- Date of issue: 31 May 2025
- Issue price: \$2.54 per share (deemed)
- Recipients: Tasmea ESP Pty Ltd as trustee of the Tasmea Employee Share Trust
- Shares issued rank equally with existing ordinary shares
- Total value: \$4.0 million issued to the trustee to satisfy obligations under Tasmea's employee equity incentive plans.

Summary of Material Terms – Tasmea Employee Share Trust Deed – ASX Listing Rule 7.5.7

Tasmea ESP Pty Ltd acts as trustee of the Tasmea Employee Share Trust, established by deed on 17 December 2024, to administer Tasmea's employee equity incentive plans, including the Long Term Incentive Plan (LTI Plan). The principal terms of the Trust Deed are summarised below:

- Purpose: To acquire and hold Tasmea shares on behalf of eligible employees and to satisfy awards granted under Tasmea's approved employee share and incentive plans.
- Funding: Tasmea provides irretrievable cash contributions to the Trust, which the Trustee uses to subscribe for or acquire Tasmea shares (either by new issue or on-market purchase).
- Trust property: All shares and cash held by the Trustee constitute trust property and must be used solely for the purposes of employee incentive plans. The Company is not a beneficiary of the Trust and has no entitlement to trust property.

- **Beneficiaries:** Eligible employees of Tasmea and its subsidiaries who are participants in approved plans. Shares are allocated to participants when their performance rights vest and are held on trust until transfer in accordance with the plan rules.
- **Restrictions:** Plan shares are subject to any vesting and disposal restrictions under the relevant plan. The Trustee must not deal with trust property except as permitted under the plan rules and Trust Deed.
- **Sole Activities Test:** The Trust must be managed and administered so that its sole activities are limited to those set out in section 130-85(4) of the Income Tax Assessment Act 1997 (i.e. acquiring and allocating shares to employees and activities merely incidental thereto).

Voting exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Tasmea ESP Pty Ltd as trustee of the Tasmea Employee Share Trust and any of its associates, unless cast:

- a) as 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;
- b) 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 as the Chair 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:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 – Ratification of Previous Issue of Shares under ASX Listing Rule 7.4 – Institutional Placement

On 12 September 2025, Tasmea completed a fully underwritten institutional placement of 10.0 million new fully paid ordinary shares at a issue price of \$4.30 per share, raising \$43.0 million before costs (Placement).

Resolution 7 seeks Shareholder ratification under ASX Listing Rule 7.4 for the prior issue of shares under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1, as announced to ASX on 8 September 2025.

Key terms of the issue – ASX Listing Rule 7.4

ASX Listing Rule 7.4 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval:

- Number of securities issued: 10,000,000 ordinary shares
- Date of issue: 12 September 2025
- Issue price: \$4.30 per share
- Recipients: Institutional and sophisticated investors identified by Unified Capital Partners as lead manager and underwriter to the Placement (*none of whom are related parties or key management personnel of the Company*)

- Shares rank equally with existing ordinary shares
- Total value: \$43.0 million raised before costs

Summary of Material Terms – ASX Listing Rule 7.5.7

The material terms of the Institutional Placement are summarised below:

- Lead Manager: Unified Capital Partners acted as sole lead manager and underwriter to the Placement.
- Placement Process: The Placement was conducted through a book build process to institutional and sophisticated investors identified by the Lead Manager in consultation with Tasmea.
- Participant materiality: None of the participants in the Placement are considered material for the purposes of ASX Guidance Note 21 (section 7.4). No participant is a related party, key management person, substantial holder, adviser, or associate of such persons who was issued more than 1% of Tasmea's issued capital.
- Purpose and use of funds: Proceeds of the Placement were applied to strengthen Tasmea's balance sheet, reduce debt, and provide flexibility to pursue near-term acquisition opportunities consistent with Tasmea's programmatic growth strategy, while also broadening the Company's institutional investor base and improving liquidity to support prospective ASX 300 Index inclusion.

Voting exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who participated in the placement the subject of this Resolution (*being the institutional and sophisticated investors who were issued Shares under the placement*) and any of their associates.

However, this does not apply to a vote cast in favour of Resolution 7 by:

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

Board recommendation

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

Resolutions 8,9,10,11 – Approval of Financial Assistance

Financial Assistance Resolutions – Common Background

Tasmea acquired the shares (or units of shares) in the Acquirees (as defined below) during financial year 2025 and financial year 2024.

Tasmea is seeking Shareholder approval under section 260B of the Corporations Act for financial assistance to be provided by the Acquirees.

For the purpose of Resolutions 8 to 11, **Acquirees** means:

- **Frontline Services:** MGW Engineering Services Pty Ltd (trading as Forefront Services);
- **Future Group:** Future Engineering & Communication Pty Ltd as trustee of the Future Engineering & Communication Unit Trust, Future Power WA Pty Ltd, Rollwell Engineering Pty Ltd and Westplant Pty Ltd;
- **Flanco Group:** Flanco Pty Ltd and Flanco Kalgoorlie Pty Ltd; and
- **Vertex Group:** Vertex Power & Process Pty Ltd and VTX Group Services Pty Ltd

At the time of the acquisitions, the Group's financing arrangements were provided by BankSA. Subsequent to the acquisitions, and prior to this AGM, those facilities were refinanced and are now provided by Westpac Banking Corporation (**Westpac**). References in these Explanatory Notes to "the Bank" should be read accordingly.

Under the Group's current financing arrangements, the Acquirees are required to provide financial assistance in the form of guarantees, undertakings and security. The nature of that financial assistance is described further in *Nature of the Financial Assistance* (below).

The following information has been prepared by the Directors and contains information known to the Company that would be material to Shareholders in deciding whether and how to vote on Resolutions 6 to 9 other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the Shareholders. Shareholders should read this information in full and, if in doubt about what to do, consult their financial or other professional adviser.

Restrictions on companies giving financial assistance

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

- the assistance does not materially prejudice the interests of the company, its Shareholders or its ability to pay creditors; or
- the assistance is approved under section 260B of the Corporations Act; or
- the assistance falls within an exemption in section 260C of the Corporations Act.

In this case, Shareholder approval is required under section 260B.

Under section 260B(1) of the Corporations Act, for a company to financially assist a person to acquire shares (or units of shares) in itself or a company of which it is a subsidiary, the financial assistance must be approved by its Shareholders by:

- a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- a resolution agreed to, at a general meeting, by all ordinary Shareholders.

If, immediately after the acquisition, the company will be a subsidiary of another:

- domestic corporation that is listed in Australia (Listed Australian Holding Company); or
- domestic corporation that is not listed in Australia and is not itself a subsidiary of another domestic corporation (Ultimate Australian Holding Company),

then the financial assistance must also be approved by a special resolution passed under section 260B(2) (in the case of a Listed Australian Holding Company) or 260B(3) (in the case of an Ultimate Australian Holding Company) of the Corporations Act at a general meeting of that corporation.

While Tasmea Limited is a listed company, certain intermediate holding companies within the Tasmea Group are unlisted. Accordingly, both Tasmea Shareholders and (where relevant) Shareholders of those intermediate companies must approve the proposed financial assistance.

Financial assistance may include granting security over a company's assets or providing a guarantee or indemnity for another person's liabilities.

Nature of the Financial Assistance

Each Acquiree will provide financial assistance in connection with the Group's financing arrangements by:

- guaranteeing all amounts owing under the Group's finance documents;
- becoming subject to the representations, warranties and undertakings given by Tasmea and other group companies under those documents;
- granting to the Bank an "all assets" general security over all of its present and after acquired property;

(together, **the Security**).

Tasmea Limited is the ultimate holding company of each Acquiree, either directly or through one or more intermediate holding companies. Accordingly, Tasmea Shareholders are being asked to approve the giving of financial assistance by each Acquiree for the purposes of section 260B of the Corporations Act (in addition to any approvals required to be obtained by the relevant Acquiree and, where applicable, its immediate holding company).

Separate Shareholder approvals of each Acquiree (and, where applicable, its immediate holding company) will be or have been obtained as required under the Corporations Act; those approvals are outside the scope of this Notice.

Financial assistance approvals

The entry by the Acquirees into, and the performance by the Acquirees of their rights and obligations under the Group's financing arrangements and the participation by the Acquirees in the funding arrangements and other transactions, all as described above, may constitute the giving of financial assistance within the meaning of Part 2J.3 of the Corporations Act.

Pursuant to section 260B of the Act, it is proposed that the giving by the Acquirees of the financial assistance be approved by:

- a resolution agreed to by all ordinary Shareholders of the Acquirees pursuant to section 260B(1) of the Corporations Act;
- Resolutions 8 to 11 pursuant to section 260B(2) of the Corporations Act; and
- resolutions pursuant to section 260B(3) of the Corporations Act.

Reasons for giving financial assistance

The financial assistance is necessary to satisfy the security requirements of the Bank in connection with the Group's financing arrangements. Without Shareholder approval, failure to provide the financial assistance may constitute an event of default under the finance documents, entitling the Bank to demand immediate repayment of all monies owing. In that circumstance Tasmea may be required to refinance the acquisitions on less favourable terms or divest the Acquirees if alternative security arrangements cannot be negotiated.

Effect of financial assistance

As Tasmea is already liable for the amounts payable under the Group's current financing arrangements, the giving of the financial assistance described in this Explanatory Note by the Acquirees is unlikely to have any adverse effect on Tasmea, except that the operations of the Acquirees will be restricted by the representations and undertakings given by them under the relevant finance documents.

If Resolutions 8 to 11 are approved and the Acquirees execute the relevant finance documents:

- the Acquirees, together with Tasmea and all of Tasmea's other subsidiaries, will be liable for all amounts owing under the finance documents;
- the Acquirees, Tasmea and all of Tasmea's other subsidiaries will be bound by the representations, warranties and undertakings contained in the finance documents; and
- all of the assets of the Acquirees will be subject to the Security and available to satisfy the repayment of the loans.

The Directors do not currently believe that the Group is likely to default in its obligations under the Group's current financing arrangements.

Advantages of the proposed Resolution

Approval of Resolutions 8 to 11 will:

- Secure Group's financing arrangements – ensure that Tasmea retains access to committed debt facilities on terms negotiated with Westpac, providing certainty of funding for acquisitions, working capital and growth initiatives.
- Avoid refinancing or divestment risk – eliminate the need for Tasmea to refinance at potentially less favourable terms or divest the Acquirees in order to meet financier requirements.
- Enhance Group integration – align the Acquirees with Tasmea and other subsidiaries under the same financing structure, which simplifies treasury management, reduces administrative cost, and supports integration of the businesses.
- Improve financial flexibility – by maximising the Group's debt capacity, Tasmea can continue to pursue strategic acquisitions and capital projects that deliver Shareholder value.
- Align with market practice – the granting of security and guarantees by acquired subsidiaries is standard practice required by major Australian banks, and approval ensures Tasmea remains consistent with governance and compliance expectations.

Approval of the Resolutions will therefore enable Tasmea to continue to own and operate the Acquirees for the benefit of Tasmea and its Shareholders while maintaining stable and efficient access to funding.

Disadvantages of the proposed Resolution

As Tasmea is already liable for the amounts due under the Group's current financing arrangements, the Directors do not believe there are any disadvantages to Tasmea of the proposed Resolutions 8 to 11, except that the operations of the Acquirees will be restricted by the representations and undertakings given by them under the relevant finance documents.

If Resolutions 8 to 11 are passed and the Acquirees provide the Security, the following potential disadvantages may arise:

- Group liability – each Acquiree will become jointly liable with Tasmea and other group companies for amounts owing under the group's finance documents.
- Security over assets – the assets of each Acquiree will be subject to the Security and may be available for enforcement by the Bank if an event of default occurs.
- Enforcement risk – in the unlikely event of enforcement, the Bank could procure a sale of an Acquirees' assets. Such a sale may not achieve full market value and could have a material adverse impact on that Acquiree.

The Directors and of each Acquiree have carefully considered these matters, including the ability of each Acquiree to pay its creditors, and do not believe that the granting of security will materially prejudice the interests of the Acquirees, Tasmea, or their Shareholders or creditors.

Passing the Resolutions

Resolutions 8 to 11 are proposed as special resolutions and will each be passed if at least 75% of the votes cast by Shareholders at the AGM are in favour.

The Directors unanimously recommend that Shareholders vote in favour of each Resolution. In addition, the directors of each Acquiree have considered the financial assistance to be in the best interests of their respective companies.

Prior notice to Australian Securities & Investments Commission

As required by section 260B(5) of the Corporations Act, a copy of the Notice of Annual General Meeting (including this information) was lodged with the Australian Securities & Investments Commission prior to being provided to Tasmea Shareholders.

Disclosure

This information is provided to Shareholders for the purposes of section 260B of the Corporations Act. It does not take into account the individual investment objectives, financial situation or needs of any shareholder. Shareholders should consider their own circumstances and, if in doubt, consult their professional adviser. Tasmea is not licensed to provide financial product advice in relation to shares in Tasmea.

The Directors consider that this Explanatory Note contains all information known to the Company that would be material to the Shareholders in deciding how to vote on the Resolutions other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the Shareholders of the Company.

Resolution 8 – Approval of Financial Assistance – Forefront Services Acquisition

Background

On 1 March 2025, Tasmea acquired all of the shares in MGW Engineering Services Pty Ltd, trading as Forefront Services. In connection with the acquisition financing, the Bank required that Forefront Services provide financial assistance in the form of guarantees, undertakings and the granting of security over its assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow Forefront Services to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasmea and other subsidiaries under Tasmea’s group banking arrangements.

If this Resolution is not passed, Tasmea may be required to refinance the acquisition with another financier or divest Forefront Services if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

Resolution 9 – Approval of Financial Assistance – Future Group Acquisition

Background

On 1 April 2025, Tasmea acquired 100% of the units and shares in the Future Group. In connection with the acquisition financing, the Bank required that each of these subsidiaries provide financial assistance in the form of guarantees, undertakings and the granting of security over their assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow the Future Group entities to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasmea and other subsidiaries under Tasmea’s group banking arrangements.

If this Resolution is not passed, Tasmea may be required to refinance the acquisition with another financier or divest the Future Group if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

For personal use only

Resolution 10 – Approval of Financial Assistance – Flanco Group Acquisition

Background

On 16 May 2025, Tasmea completed the acquisition of the Flanco Group. In connection with the acquisition financing, the Bank required that each of these subsidiaries provide financial assistance in the form of guarantees, undertakings and the granting of security over their assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow the Flanco Group entities to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasmea and other subsidiaries under Tasmea’s group banking arrangements.

If this Resolution is not passed, Tasmea may be required to refinance the acquisition with another financier or divest the Flanco Group if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10.

Resolution 11 – Approval of Financial Assistance – Vertex Group Acquisition

Background

On 24 July 2025, Tasmea completed the acquisition of the Vertex Group. In connection with the acquisition financing, the Bank required that each of these subsidiaries provide financial assistance in the form of guarantees, undertakings and the granting of security over their assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow the Vertex Group entities to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasmea and other subsidiaries under Tasmea’s group banking arrangements.

If this Resolution is not passed, Tasmea may be required to refinance the acquisition with another financier or divest the Vertex Group if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11.

For personal use only

GLOSSARY

\$ means Australian dollars;

15% Placement Capacity has the meaning given in the Explanatory Notes to Resolutions 4,5,6 and 7;

Acquirees means MGW Engineering Services Pty Ltd (trading as Forefront Services); Future Engineering & Communication Pty Ltd as trustee of the Future Engineering & Communication Unit Trust; Future Power WA Pty Ltd; Rollwell Engineering Pty Ltd; Westplant Pty Ltd (together, the **Future Group**); Flanco Pty Ltd and Flanco Kalgoorlie Pty Ltd (together, the **Flanco Group**); and Vertex Power & Process Pty Ltd and VTX Group Services Pty Ltd (together, the **Vertex Group**);

Annual General Meeting or Meeting means the meeting convened by this Notice;

Annual Report means Tasmea's 2025 annual report available at www.tasmea.com.au;

ASX means ASX Limited (ABN 98 008 624 691) or, as the context permits, the Australian Securities Exchange operated by ASX Limited;

Auditor's Report has the meaning given in section 9 of the Corporations Act;

Bank means Westpac Banking Corporation (Westpac), the financier to Tasmea and its subsidiaries under the group banking facilities;

Board means the current board of directors of Tasmea Limited;

Business Day means any day except a Saturday or a Sunday or other public holiday or bank holiday in South Australia or Western Australia;

Chair means the chair of the Meeting;

Closely Related Party has the meaning given in section 9 of the Corporations Act;

Company or Tasmea means Tasmea Limited (ACN 088 588 425);

Constitution means Tasmea Limited's constitution;

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

Directors means the directors of Tasmea Limited;

Directors' Report has the meaning given in section 9 of the Corporations Act;

Explanatory Notes means the explanatory notes accompanying the Notice;

Financial Statement has the meaning given in section 9 of the Corporations Act;

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and refers to those persons with authority and responsibility for planning, directing and controlling the activities of the Company (or, where applicable, the consolidated entity), directly or indirectly, including any director (executive or otherwise);

Listing Rules means the official listing rules of the ASX;

Managing Director means the managing director of Tasmea Limited;

Notice or Notice of Annual General Meeting means this Notice of Annual General Meeting including the Explanatory Notes and the Proxy Form;

Proxy Form means the Proxy Form accompanying the Notice;

Question Form means the form titled 'Questions from Shareholders' accompanying the Notice;

Remuneration Report means the remuneration report for the financial year ended 30 June 2025, as set out in Tasmea's 2025 Annual Report;

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

Security means the guarantees, undertakings and "all assets" general security agreements to be provided by the Acquirees in connection with Tasmea's financing arrangements, as described in the Explanatory Notes to Resolutions 8–11.

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

Shareholder means a registered holder of a share in the Company;

Tasmea Group or Group means Tasmea Limited and all of its wholly owned subsidiaries. **Group Member** means any one of them; and

Voting Form means the form provided to Shareholders for purposes of voting on the Resolutions.

Questions from Shareholders

Please use this form to submit any questions concerning Tasmea that you would like Tasmea to respond to at the Annual General Meeting and return it via email to: Admin@tasmea.com.au or via post to Tasmea Limited, C/- MUFG Corporate Markets, Locked Bag A14, Sydney South NSW 1235

Tasmea will respond to as many questions as possible at the Annual General Meeting. Tasmea will not be able to reply individually.

Shareholder's name

Address

Security Reference Number (SRN) or Holder Identification Number (HIN)

Question(s)