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EUROZ HARTLEYS GROUP LIMITED
ACN 000 364 465
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 1:30pm (WST)
DATE: 24 November 2025
PLACE: QV1, Level 37
250 St Georges Terrace
Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 1:30pm (WST) on 22 November 2025.

CHAIRMAN'S LETTER

20 October 2025

Dear Shareholders,

The success of Euroz Hartleys Group Limited is largely dependent on our ability to attract, retain and reward highly motivated and capable individuals. The nature of our business means we are reliant on our employees' ability to generate revenue and returns for our Shareholders.

The key element of our retention and remuneration strategy that underpins the strength of our business is the Euroz Hartleys Group Limited Performance Rights Plan (**Plan**). A performance rights plan was first introduced in 2014 and has functioned effectively to incentivise our key employees and allowed them to accumulate meaningful equity in the Company over time. This has strengthened the connection and balance between employee performance and shareholder returns.

At the AGM, the Company is seeking Shareholder approval to renew the Plan which was last approved by Shareholders on 17 November 2022. The Plan retains the vesting period in line with ATO limits with a maximum vesting period of up to 15 years. This is highly beneficial to Shareholders in that it further serves to extend the longevity of our staff.

The Plan is a tax effective structure that allows the Company to convert a portion of an employee's pre-tax dollar bonus into ordinary shares in the Company. Whilst the Company has the flexibility to issue new equity if required, the intention is for the Euroz Hartleys Employee Share Trust to continue to buy these Shares on market over the course of a particular financial year in proportion with the ongoing profitability of the business.

The Board believes that this unique structure has provided a balance between shareholders' interests and rewarding and retaining the most important asset of our business – our staff.

The notice of meeting also includes customary resolutions regarding the re-election of directors at the AGM. The Company received a nomination for election as a director, from a well known self-proclaimed shareholder activist. This nomination was unsolicited and is not endorsed by the Board. Your directors recommend that you vote against Resolution 10 for the reasons set out in the Explanatory Statement.

We look forward to your attendance at the Meeting, and importantly, your ongoing support for the Company's important remuneration initiative at the AGM on 24 November 2025.

Yours sincerely

Andrew McKenzie
Executive Chairman

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"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 as contained in the Company's annual financial report for the financial year ended 30 June 2025."

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

3. RESOLUTION 2 – RE-ELECTION OF ROBIN ROMERO AS A DIRECTOR – BOARD ENDORSED

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Ms Robin Romero, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF ANDREW McKENZIE AS A DIRECTOR – BOARD ENDORSED

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Andrew McKenzie, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – APPROVAL TO ISSUE SECURITIES UNDER PERFORMANCE RIGHTS PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to a maximum of 600 Performance Rights under the employee incentive scheme titled Performance Rights Plan, on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO ANDREW McKENZIE

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

"That, subject to the passing of Resolution 4, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 3 Performance Rights to Andrew McKenzie (or their nominee(s)) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO TIM BUNNEY

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

"That, subject to the passing of Resolution 4, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 3 Performance Rights to Tim Bunney (or their nominee(s)) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – ISSUE OF LONG TERM INCENTIVE PERFORMANCE RIGHTS TO ANDREW MCKENZIE

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

"That, subject to the passing of Resolution 4, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 3 Long Term Incentive Performance Rights to Andrew McKenzie (or their nominee(s)) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – ISSUE OF LONG TERM INCENTIVE PERFORMANCE RIGHTS TO TIM BUNNEY

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

"That, subject to the passing of Resolution 4, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 3 Long Term Incentive Performance Rights to Tim Bunney (or their nominee(s)) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

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

"That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 37 for a period of three years from the date of approval of this Resolution."

Short Explanation: The Company's current Constitution (which includes the proportional takeover provisions set out in clause 37) was adopted on 17 November 2022. The proportional takeover provisions in the Constitution apply for three years from the date of adoption, unless renewed. Resolution 9 is a special resolution which will enable the Company to renew clause 37 (proportional takeover provisions) for a period of three years from the date of Shareholder approval. Note this will not result in a change to the Constitution.

11. RESOLUTION 10 – ELECTION OF EXTERNAL NOMINEE STEPHEN MAYNE AS A DIRECTOR – NOT BOARD ENDORSED

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

"That Stephen Mayne be elected as a director of the Company."

Dated: 20 October 2025

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 4 – Approval to issue Securities under Performance Rights Plan	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolutions 5 and 7 – Issue of Securities to Andrew McKenzie	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 and 8 – Issue of Securities to Tim Bunney	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 – Approval to issue Securities under Performance Rights Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 5 and 7 – Issue of Securities to Andrew McKenzie	Andrew McKenzie (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 6 and 8 – Issue of Securities to Tim Bunney	Tim Bunney (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Computershare Investor Services Pty Limited will need to verify your identity. You can register from 12:30pm (WST) on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9268 2888.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.eurozhartleys.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS – ROBIN ROMERO AND ANDREW MCKENZIE – BOARD ENDORSED

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Ms Robin Romero, who has held office without re-election since 17 November 2023 and being eligible retires by rotation and seeks re-election.

Mr Andrew McKenzie, who has held office without re-election since 17 November 2023 and being eligible retires by rotation and seeks re-election.

(a) Robin Romero – Resolution 2

Further information in relation to Ms Romero is set out below.

Qualifications, experience and other material directorships	<p>Ms Romero is legal counsel and a former Executive Director of FMR Investments Pty Ltd (formerly Barmenco Pty Ltd) and a non-executive director of West African Resources Limited and Greening Australia Limited. Ms Romero has 20 years of inhouse legal experience predominantly in the mining services sector. Ms Romero has also spent 11 years working in large commercial law and accounting firms including King & Wood Mallesons, Corrs Chambers Westgarth and KPMG servicing medium to large clients across diverse sectors, predominantly ASX listed companies.</p> <p>Ms Romero holds a Bachelor of Commerce and a Bachelor of Laws, is a Chartered Accountant, a graduate member of the Australian Institute of Company Directors and holds a practicing certificate from the Legal Practice Board of Western Australia.</p>
Term of office	<p>Ms Romero has served as a Director since 2 December 2020 and was last re-elected on 17 November 2023.</p>
Independence	<p>If re-elected, the Board considers that Ms Romero will be an independent Director.</p>
Board recommendation	<p>Having received an acknowledgement from Ms Romero that she will have sufficient time to fulfil her responsibilities as a Director and having reviewed the performance of Ms Romero since her appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Ms Romero) recommend that Shareholders vote in favour of this Resolution.</p>

(b) Andrew McKenzie – Resolution 3

Further information in relation to Mr McKenzie is set out below.

Qualifications, experience and other material directorships	<p>Mr McKenzie is the Executive Chairman of Euroz Hartleys Group Limited and Euroz Hartleys Limited. Mr McKenzie is a board member of the Perth Children's Hospital Foundation and Chairman of their Investment Sub-Committee. Mr McKenzie is a past board member of the Australian Stockbrokers Association, Presbyterian Ladies College (PLC) and the PLC Foundation.</p> <p>Mr McKenzie holds a Bachelor of Economics from the University of Western Australia, a Graduate Diploma in Applied Finance and Investment and is a Master</p>
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	Practitioner Member (MSIAA) of the Stockbrokers and Investment Advisers Association (SIAA).
Term of office	Mr McKenzie has served as a Director since 28 November 2000 and was last re-elected on 17 November 2023.
Independence	If re-elected, the Board does not consider that Mr McKenzie will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr McKenzie that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr McKenzie since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr McKenzie) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Ms Romero will be re-elected to the Board as an independent Director. If Resolution 3 is passed, Mr McKenzie will be re-elected to the Board as an executive Director.

If Resolution 2 is not passed, Ms Romero will not continue in her role as an independent Director. If Resolution 3 is not passed, Mr McKenzie will not continue in his role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 4 – APPROVAL TO ISSUE SECURITIES UNDER PERFORMANCE RIGHTS PLAN

4.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 600 Performance Rights under the employee incentive scheme titled "Performance Rights Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Performance Rights under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

4.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

4.3 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Performance Rights to eligible participants under the Plan (up to the maximum number of Performance Rights stated in

Section 4.4) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Performance Rights under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Performance Rights under the Plan to eligible participants, but any issues of Performance Rights will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Performance Rights.

4.4 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Types of Performance Rights issued under the Plan	<p>A Performance Right represents a right to be issued either:</p> <ul style="list-style-type: none"> (a) a specified number of Shares (Standard Performance Right); (b) a specified number of Shares calculated by 25% of the Profit Share Bonus Payment dollar value divided by the 30-day VWAP preceding the calculation date as specified in the offer (Formulaic Performance Right); or (c) an unspecified number of Shares, such number to be determined by the Board in its absolute discretion (Discretionary Performance Right), <p>at a future point in time subject to the satisfaction of any conditions related to vesting performance hurdles and/or exercise. Whether the Performance Rights will be Standard Performance Rights, Formulaic Performance Rights or Discretionary Performance Rights will be set out in the offer.</p>
Number of Securities previously issued under the Plan	<p>The Company has issued a total of 144 Performance Rights under the Plan since the Plan was last approved by Shareholders on 17 November 2022.</p> <p>In the 2023 financial year, under the Plan a total of 57 Performance Rights were issued, and a corresponding amount of 2,065,125 Shares were transferred to Eligible Participants from the Euroz Hartleys Employee Share Trust. No new Shares were issued to satisfy the vesting of the Performance Rights, such that there was no dilutive impact on Shareholders.</p> <p>In the 2024 financial year, under the Plan a total of 42 Performance Rights were issued, no new Shares were issued and a corresponding amount of 2,679,007 Shares were transferred to Eligible Participants from the Euroz Hartleys Employee Share Trust. No new Shares were issued to satisfy the vesting of the Performance Rights, such that there was no dilutive impact on Shareholders.</p> <p>In the 2025 financial year, a total of 45 Performance Rights were issued, no new Shares were issued and a corresponding amount of 4,389,005 Shares were transferred to Eligible Participants from the Euroz Hartleys Employee Share Trust. No new Shares were issued to satisfy the vesting</p>

REQUIRED INFORMATION	DETAILS
	of the Performance Rights, such that there was no dilutive impact on Shareholders.
Maximum number of Securities proposed to be issued under the Plan	<p>The maximum number of Performance Rights proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13), following Shareholder approval, is 600 Performance Rights. It is not envisaged that the maximum number of Performance Rights for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Performance Rights under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p> <p>In relation to Shares issued to Eligible Participants on the vesting of Performance Rights, it is anticipated that the Euroz Hartleys Employee Share Trust will buy these Shares on market over the course of a particular financial year in proportion with the ongoing profitability of the business (such that there would be no increase to the number of Shares on issue), however the Board may, at its discretion, resolve to issue new Shares to satisfy the vesting of any Performance Rights and in this regard, the maximum number of Shares that could potentially be issued by the Company on the vesting of Performance Rights issued under the Plan annually (including those for which approval is being sought under Resolutions 5 to 8) is 10,000,000.</p> <p>However, the Board notes that since the inception of the Plan in 2014, no new Shares have been issued to satisfy the vesting of Performance Rights to any employee or Director, such that there has been no dilutive impact on Shareholders.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

5. RESOLUTIONS 5 AND 6 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTIES

5.1 General

The Company has agreed, subject to obtaining Shareholder approval for the Company to adopt the Plan (the subject of Resolution 4), to issue three (3) Performance Rights each to Andrew McKenzie and Tim Bunney (or their nominees) (**Related Parties**) pursuant to the Plan and on the terms and conditions set out below.

The purpose of the issue of the Performance Rights to the Related Parties (or their nominees) is to further motivate and incentivise Directors within a specified period by optimising and aligning performance with the interests of Shareholders. The Board considers the issue of the Performance Rights to be a cost-effective reward for the Company to make to appropriately incentivise the continued performance of the Related Parties and is consistent with the strategic goals and targets of the Company.

5.2 Overview of Euroz's existing remuneration process

The Company operates as the parent company for Euroz Hartleys Limited (**Euroz Hartleys**). Profits and revenue generated by Euroz Hartleys are paid by way of dividend to the Company. The Company also receives income from direct investments.

Depending on arrangements made and the roles undertaken, the employees (including executive directors) of the Company and Euroz Hartleys are largely remunerated by base salary plus either commission earned (**Commission**) or discretionary bonus (**Discretionary Bonus**) or bonuses payable from the Profit Share Bonus Pool (**Profit Share Bonus Payments**). The non-executive directors of the Company are not eligible to participate in the Plan.

The Profit Share Bonus Pool is a share of the pre-tax profit of Euroz Hartleys that is distributed amongst certain executive directors and other employees of Euroz Hartleys through Profit Share Bonus Payments.

Employees who work in the Private Wealth Division of Euroz as investment advisers are largely remunerated through Commission on top of a base salary. Employees who work in the Institutional, Corporate Finance and Research areas of Euroz are remunerated by base salary and Profit Share Bonus Payments. Employees who work in the administration areas of Euroz are remunerated by base salary and Discretionary Bonus. Employees who work as investment advisers are largely remunerated through Commission on top of a base salary.

The Profit Share Bonus Payments are payments out of the Profit Share Bonus Pool. The Euroz Hartleys Limited Executive Remuneration Committee in conjunction with the Company's Remuneration Committee determines the allocation and distribution of the Profit Share Bonus Pool at the end of every half and full financial year based on the following informal criteria:

- (a) ability to perform individual tasks within the relevant department;
- (b) ability to add value and innovate beyond the job standard specifications;
- (c) development of new and existing client relationships;
- (d) ability to interact with other relevant departments as part of a larger team approach;
- (e) adherence to company policies and procedures as well as Compliance track record;
- (f) relevant industry salary benchmarking; and
- (g) general requirements to attract and retain staff.

The executive directors of Euroz Hartleys Limited, except those remunerated by Commission or forming part of the Administration Division are remunerated with a base salary and participation in the Profit Share Bonus Pool through Profit Share Bonus Payments.

5.3 Operation of the Plan

Timeline of events

- (a) Eligible Participants are offered the opportunity to participate in the Plan in or around late November for the December half and late May for the June half of each Relevant Financial Year. Where an Eligible Participant elects to participate in the Plan, they will then receive their bonuses as a combination of cash and equity in the Company as described below. Where an Eligible Participant opts not to participate in the Plan, then they will receive any bonus as 100% cash (less appropriate tax). For the avoidance of doubt, if Resolutions 4, 5 and 6 are approved, the Related Parties may not opt out of the Plan and will receive any bonus as a combination of cash and equity in the Company.
- (b) Notifications are made to Eligible Participants to participate in the Plan at the start of the financial year under which employees are paid 75% of any Profit Share Bonus Payments/Commission/Discretionary Bonus earned in cash, and are invited to apply for a Performance Right (in early/mid-December) to receive the remaining 25% of any Profit Share Bonus Payments/Commission/Discretionary Bonus earned in Shares.
- (c) Performance will be assessed against criteria set as part of the current Profit Share Bonus Payments/Commission/Discretionary Bonus process (for avoidance of doubt, no additional or separate key performance criteria are required for the

Plan – the Plan simply provides for payouts to be made in a combination of cash and equity).

- (d) Performance outcomes will be determined and finalised by approximately mid-June. Vesting notices will be issued informing participants of the vesting outcomes of their Performance Right. Upon vesting, vested Performance Rights will be automatically exercised and participants will be issued/transferred the requisite number of Shares. Performance Rights that do not vest will lapse.
- (e) Shares will be issued/transferred subject to a service condition so that vesting of the Shares occurs on the 3rd anniversary of the issue of the Shares unless in the case of death or total and permanent disability (**Service Condition**). Shares will be forfeited where the Service Condition is not met. Note that any Shares issued/transferred will be held via an employee share trust (**Euroz Hartleys Employee Share Trust**) for ease of administration. Participants will be entitled to dividends upon being issued/transferred the Shares.
- (f) Subject to satisfaction of the Service Condition, vesting notices will be issued informing participants of the vesting outcomes of their Shares. Shares that do not vest will be forfeited.
- (g) Vested Shares will also remain subject to a disposal restriction. The disposal restriction will lift at the earlier of approximately the 14th anniversary plus one (1) day of the issue of the Shares (being the first business day of the new financial year following the elapsed period of 14 years and 1 day from the date of allotment or issue of the Shares) in respect of the Performance Rights or cessation of employment (under circumstances where Shares are not forfeited) (**Disposal Restriction**).
- (h) Provided the employee has continued employment, the Disposal Restriction is lifted.

Worked example of the operation of the Plan

- (a) Employee A has opted to participate in the Plan and receives a bonus of \$60,000 for a 12-month period. For any bonus earned, Employee A will be paid 75% in cash (i.e. up to \$45,000) and have a Right to receive 25% in Shares (i.e. up to \$15,000).
- (b) Bonuses will be subject to performance assessed against criteria over a 12-month period.
- (c) Performance outcomes are determined and finalised by mid-June. Assuming that the criteria are met, this will result in Employee A earning a bonus worth \$60,000 – 75% is paid in cash (i.e. \$45,000) and the balance is settled in Shares (i.e. \$15,000).
- (d) The number of Shares to be issued to Employee A will be calculated as: \$15,000 / 30-day VWAP preceding 31 May, rounded down to the nearest whole number.
- (e) Assuming that the 30-day VWAP preceding 31 May is \$1.50 – a vesting notice is issued and Employee A's vested Performance Right is automatically exercised resulting in Employee A being issued/transferred 10,000 Shares (i.e. \$15,000 / \$1.50). Employee A is entitled to dividends on the Shares issued.
- (f) Employee A's Shares will be held via the Euroz Hartleys Employee Share Trust for ease of administration, and will remain subject to the Service Condition so that the Shares will not vest until the 3rd anniversary of the issue date of the Shares, unless in the case of death or total and permanent disability.
- (g) Provided Employee A satisfies the Service Condition, a vesting notice is issued and Employee A's Shares will vest.
- (h) Vested Shares remain subject to the Disposal Restriction. The Disposal Restriction will lift at the earlier of 14 years plus one (1) day from the issue date of the Shares or cessation of employment (under circumstances where Shares are not forfeited).

- (i) Provided Employee A has continued employment, the Disposal Restriction will lift on the 14th anniversary plus one (1) day of the of issue date of the Shares (for example, Shares issued on 30 June 2026 will have the Disposal Restriction lifted on 1 July 2040).

5.4 Issue of Performance Rights and Vesting of Shares

To implement the participation of the Directors in the Plan, it is proposed that the Related Parties will be issued three (3) Performance Rights, one (1) in respect of each of the financial years ending 30 June 2026, 2027 and 2028 (each a **Relevant Financial Year**). They will be Formulaic Performance Rights, as defined in Section 4.4.

Accordingly, subject to Resolutions 5 and 6 being passed, the Performance Rights will be issued to each Related Party as follows:

- (a) one (1) in June 2026 for the Relevant Financial Year ending 30 June 2026;
- (b) one (1) in June 2027 for the Relevant Financial Year ending 30 June 2027; and
- (c) one (1) in June 2028 for the Relevant Financial Year ending 30 June 2028.

The Performance Rights will vest into Shares subject to satisfactory performance assessed against performance criteria during the Relevant Financial Year.

The vesting outcomes will be determined by approximately 20 June in each Relevant Financial Year and vesting notices issued. Upon vesting the Performance Rights will be automatically exercised into Shares.

As the Performance Rights will be Formulaic Performance Rights they will entitle each Related Party to a specified number of Shares calculated by the following formula:

$$\text{Shares upon Exercise of the Performance Right} = \frac{25\% \times \text{Profit Share Bonus Payment (Plan Dollar Value)}}{\text{VWAP}}$$

Where:

Profit Share Bonus Payment	means the payment to be received by the Related Parties out of the Profit Share Bonus Pool for the Relevant Financial Year, as determined by the Company's Remuneration Committee.
VWAP	means the 30-day VWAP preceding the calculation date as specified in the offer for the Relevant Financial Year.

Accordingly, the Plan Dollar Value and consequently the Shares that the Related Parties will be entitled to upon the vesting of the Performance Rights will depend on the Profit Share Bonus Pool for that Relevant Financial Year, the VWAP and the Profit Share Bonus Payment received by each Related Party.

For example, if the Profit Share Bonus Payment for each Related Party for a Relevant Financial Year is \$500,000, then the Plan Dollar Value would be \$125,000. Assuming that the VWAP is \$0.96 (being the current Share price of Euroz Shares) then each Related Party would be entitled to 130,208 Shares.

The table below sets out further theoretical examples based on different variables for the Profit Share Bonus Payments and VWAP based on the maximum individual actual Profit Share Bonus Payment received for the previous financial year, being \$1,250,000.

		PROFIT SHARE BONUS PAYMENT FOR THE RELEVANT FINANCIAL YEAR			
			\$625,000 (50% decrease in Profit Share Bonus Payment)	\$1,250,000 (Profit Share Bonus Payment received for Financial Year 2024/25)	\$1,875,000 (50% increase in Profit Share Bonus Payment)
VWAP	\$0.96 (Current Share Price)	Plan Dollar Value	\$156,250	\$312,500	\$468,750
		Shares	162,760	325,520	488,281
	\$0.48 (50% decrease in Current Share Price)	Plan Dollar Value	\$156,250	\$312,500	\$468,750
		Shares	325,520	651,041	976,562
	\$1.44 (50% increase in Current Share Price)	Plan Dollar Value	\$156,250	\$312,500	\$468,750
		Shares	108,506	217,013	325,520

Therefore, assuming a 50% decrease in the current Share price and a 50% increase in the Profit Share Bonus Payments, the maximum would be 976,562 Shares for each Related Party for each Relevant Financial Year.

5.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Performance Rights constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

The Directors (other than the Related Parties) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for the Related Parties, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.6 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

5.7 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issues of the Performance Rights to the Related Parties under the Performance Rights Plan within 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issues. If the Company is unable to proceed with the issues, it will be required to pay the equivalent of the incentives in cash, thus reducing the cash reserves of the Company.

5.8 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Andrew McKenzie (or his nominee(s)) pursuant to Resolution 5; and Mr Tim Bunney (or his nominee(s)) pursuant to Resolution 6.
Categorisation under Listing Rule 10.14	The Related Parties fall within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the Related Parties who receive Performance Rights may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	Three (3) Performance Rights to Mr Andrew McKenzie (or his nominee(s)) pursuant to Resolution 5; and Three (3) Performance Rights to Mr Tim Bunney (or his nominee(s)) pursuant to Resolution 6.
Remuneration package	The current total remuneration package for: (a) Mr McKenzie comprises a base salary of \$253,500, a superannuation payment of \$30,000 and other Profit Share Bonus Payments, cash benefits and Share-based payments (which have not yet been finally determined); and (b) Mr Bunney comprises a base salary of \$253,000, a superannuation payment of \$30,000 and other Profit Share Bonus Payments, cash benefits and Share-based payments (which have not yet been finally determined). Theoretical examples of the value of the Performance Rights based on different variables for the Profit Share Bonus Payments and VWAP based on the actual Profit Share Bonus Payment for the previous financial year, being \$1,250,000, are set out in the table in Section 5.4.
Securities previously issued to the recipient(s) under the Plan	3 Performance Rights have previously been issued to Mr McKenzie for nil cash consideration under the Plan. 3 Performance Rights have previously been issued to Mr Bunney for nil cash consideration under the Plan.
Terms of Securities	The terms of the Performance Rights are in accordance with the Plan as summarised in Schedule 1 and as further described in Section 5.4.

REQUIRED INFORMATION	DETAILS
Consideration of type of Security to be issued	<p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to the Related Parties will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Valuation	Theoretical examples of the value of the Performance Rights based on different variables for the Profit Share Bonus Payments and VWAP based on the actual Profit Share Bonus Payment for the previous financial year, being \$1,250,000, are set out in the table in Section 5.4.
Date(s) on or by which the Securities will be issued	The Company intends to issue the Performance Rights to the Related Parties on the dates set out in Section 5.4. In any event, the Company will not issue any Performance Rights later than 36 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue price of Securities	The Performance Rights will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Material terms of any loan	No loan is being made in connection with the acquisition of the Performance Rights.
Additional Information	<p>Details of any Performance Rights issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan after these Resolutions is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.
Voting prohibition statement.	A voting prohibition statement applies to these Resolutions.

6. RESOLUTIONS 7 AND 8 – ISSUE OF LONG TERM INCENTIVE PERFORMANCE RIGHTS TO RELATED PARTIES

6.1 General

The Company has agreed, subject to obtaining Shareholder approval of Resolution 4, to issue three (3) long term incentive Performance Rights to Andrew McKenzie and Tim Bunney (or their nominees) pursuant to the Plan and on the terms and conditions set out below (**LTI Performance Rights**). Each of the LTI Performance Rights will be Discretionary Performance Rights, as defined in Section 4.4.

The purpose of the proposed issue is to provide long-term incentives to the Related Parties (and/or their nominees) on terms and conditions that are consistent with the strategic goals and targets of the Company and aligned with the interests of Shareholders.

Unless and until the LTI Performance Rights vest, the LTI Performance Rights do not convey the full benefits of Share ownership (such as dividend and voting rights). The Company is of the view that the LTI Performance Rights will provide a means to further motivate and reward the Related Parties for achieving specified performance milestones and/or continuing their employment with the Company within a specified period. The LTI Performance Rights differ from the other Performance Rights in that they provide a true long term incentive to the Related Parties, in contrast to the Performance Rights which require the Related Parties to sacrifice a portion of any bonus to be paid in equity.

6.2 Overview of the LTI Performance Rights

- (a) It is proposed that, subject to Resolution 4 being approved by Shareholders, the Related Parties (or their nominees) will each be issued the following LTI Performance Rights:
 - (i) one (1) LTI Performance Right in or around December 2025 which relates to the performance during the financial year ending 30 June 2026;
 - (ii) one (1) LTI Performance Right in or around December 2026 which relates to the performance during the financial year ending 30 June 2027; and
 - (iii) one (1) LTI Performance Right in or around December 2027 which relates to the performance during the financial year ending 30 June 2028.
- (b) If an LTI Performance Right vests, a vesting notice will be given by the Company to the holder of the LTI Performance Right.
- (c) Upon vesting, a LTI Performance Right will automatically be exercised and the Related Parties (or their nominees) will be issued/transferred a number of Shares (**LTI Shares**). The number of LTI Shares that the Related Parties (or their nominees) will receive will be determined by the Company's Remuneration Committee (excluding the Related Parties) in its absolute discretion having regard to the Related Parties' performance over the relevant performance period and the profitability of the Group during that period. Under ASX Listing Rule 10.16(b), Shareholder approval is not required for the issue of rights to acquire securities to a director or their associates under an employee equity incentive scheme, where the securities to be acquired in satisfaction of the rights are required to be purchased by or on behalf of directors or their associates on market. Whilst it is the Board's intention that any LTI Shares that may be awarded to the Related Parties will be purchased on market which would minimise dilution to Shareholders, the Board considers it appropriate that Shareholder approval be sought for the issue of the LTI Performance Rights. Where a sufficient number of Shares are unable to be purchased on market to satisfy the vesting of the LTI Performance Rights into LTI Shares, then the Board may consider the issue of new Shares to the Related Parties, subject to Shareholder approval of Resolution 4 and Resolutions 7 and 8. The Board notes that since the inception of the Plan in 2014, no new Shares have been issued to satisfy the vesting of Performance Rights to any employee or Director.
- (d) Any LTI Shares issued or transferred to the Related Parties (or their nominees) will be subject to a 3 year service-related vesting condition. Accordingly, vesting of the relevant LTI Shares will occur on the 3 year anniversary of the issue/transfer of

the LTI Shares to the Related Parties (or their nominees) unless they die or suffer a total and permanent disability (**LTI Service Condition**). A vesting notice will be issued to the Related Parties (or their nominees) to confirm the vesting outcome.

- (e) LTI Shares will be forfeited where the LTI Service Condition is not met. Note that the Company may require that any LTI Shares issued or transferred to the Related Parties (or their nominees) may be held via the Euroz Hartleys Employee Share Trust for ease of administration. The Related Parties (or their nominees) will be entitled to any dividends while they hold the LTI Shares (whether directly held or through the Euroz Hartleys Employee Share Trust).
- (f) Unvested and vested LTI Shares will remain subject to a disposal restriction. The disposal restriction will lift at the earlier of the 14th anniversary plus one (1) day of the issue/transfer of the LTI Shares in respect of the LTI Performance Right or cessation of employment (under circumstances where Shares are not forfeited) (**Disposal Restriction**).
- (g) Provided the employee has continued employment, the Disposal Restriction is lifted (for example, Shares issued on 30 June 2026 will have the Disposal Restriction lifted on 1 July 2040).

6.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.5.

The issue of the LTI Performance Rights constitutes giving a financial benefit and the Related Parties are each a related party of the Company by virtue of being Directors.

The Directors (other than the Related Parties) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the LTI Performance Rights, reached as part of the remuneration package for the Related Parties, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

6.4 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 5.6.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

6.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issues of the LTI Performance Rights to the Related Parties under the Performance Rights Plan within 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issues. If the Company is unable to proceed with the issues, it may be required to pay the equivalent of the incentives in cash, thus reducing the cash reserves of the Company.

6.6 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Andrew McKenzie (or his nominee(s)) pursuant to Resolution 7; and Mr Tim Bunney (or his nominee(s)) pursuant to Resolution 8.
Categorisation under Listing Rule 10.14	The Related Parties fall within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director.

REQUIRED INFORMATION	DETAILS
	Any nominee(s) of the Related Parties who receive LTI Performance Rights may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	Three (3) LTI Performance Rights to Mr Andrew McKenzie (or his nominee(s)) pursuant to Resolution 7; and Three (3) LTI Performance Rights to Mr Tim Bunney (or his nominee(s)) pursuant to Resolution 8.
Remuneration package	Details of the current total remuneration package for the Related Parties is set out in Section 5.8.
Securities previously issued to the recipient/(s) under the Plan	The number of Performance Rights previously issued under the Plan is set out in Section 5.8.
Terms of Securities	A summary of the material terms of the LTI Performance Rights is set out above in Section 6.2.
Consideration of type of Security to be issued	<p>The Company has agreed to issue the LTI Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of the LTI Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to the Related Parties will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the LTI Performance Rights on the terms proposed.
Valuation	<p>The value of the LTI Performance Rights proposed to be issued to the Related Parties will ultimately depend on the value of the resulting LTI Shares (if any) that will be delivered following vesting and exercise of those LTI Performance Rights.</p> <p>For example, if the Board determines in its absolute discretion, having regard to the Related Parties' performance over the relevant performance period and the profitability of the Group during that period, to deliver 10,000 LTI Shares in respect of the vesting and exercise of a LTI Performance Right and the Share price at the relevant time is \$2.50, then that LTI Performance Right will have a value of approximately \$25,000.</p> <p>The table below sets out further theoretical examples based on different variables for the number of LTI Shares to be delivered and Share price at the relevant time.</p>

REQUIRED INFORMATION	DETAILS					
			Number of LTI Shares that the Board determines to deliver in respect of the vesting and exercise of a LTI Performance Right			
				10,000	15,000	20,000
	Share price at the relevant time	\$1.00	Dollar Value	\$10,000	\$15,000	\$20,000
		\$2.00	Dollar Value	\$20,000	\$30,000	\$40,000
		\$3.00	Dollar Value	\$30,000	\$45,000	\$60,000
Date(s) on or by which the Securities will be issued	The Company intends to issue the LTI Performance Rights to the Related Parties on the dates set out in Section 6.2. In any event, the Company will not issue any LTI Performance Rights later than 36 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).					
Issue price of Securities	The LTI Performance Rights will be issued at a nil issue price.					
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.					
Material terms of any loan	No loan is being made in connection with the acquisition of the LTI Performance Rights.					
Additional Information	<p>Details of any LTI Performance Rights issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan after these Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>					
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.					
Voting prohibition statement.	A voting prohibition statement applies to these Resolutions.					

7. RESOLUTION 9 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

7.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The Company's current constitution (which includes the proportional takeover provisions set out in clause 37) was adopted on 17 November 2022. Accordingly, the proportional takeover provisions in the Constitution apply until 17 November 2025 unless sooner omitted or renewed.

Resolution 9 is a special resolution which will enable the Company to modify its Constitution by renewing clause 37 for a period of three years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of clause 37.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution was released to ASX on 17 November 2022 and is available to download from the Company's ASX announcements platform.

7.2 Technical information required by section 648G(5) of the Corporations Act

Overview	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, the Company has included in the Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>This clause of the Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.</p>
Effect of proposed proportional takeover provisions	<p>Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.</p>
Reasons for proportional takeover provisions	<p>A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.</p>
Knowledge of any acquisition proposals	<p>As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.</p>
Potential advantages and disadvantages of proportional takeover provisions	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority;

	<p>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and</p> <p>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.</p> <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <p>(a) proportional takeover bids may be discouraged;</p> <p>(b) lost opportunity to sell a portion of their Shares at a premium; and</p> <p>(c) the likelihood of a proportional takeover bid succeeding may be reduced.</p>
Recommendation of the Board	<p>The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.</p>

8. RESOLUTION 10 – ELECTION OF EXTERNAL NOMINEE STEPHEN MAYNE AS A DIRECTOR – NOT BOARD ENDORSED

The Directors recommend that Shareholders vote AGAINST this Resolution.

Mr Stephen Mayne, a non-Board endorsed candidate, has nominated himself for election as a director of the Company.

The nomination was unsolicited and is not endorsed by the Board. It is well known that as a self-described activist investor, Mr Mayne has routinely nominated himself, unsuccessfully, to act as a director on many listed company boards historically.

Mr Mayne, in his nomination advised the following information on his biography – this information has not been verified by the Company.

“Stephen Mayne, 56. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia’s best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler. His governance experience includes 8 years as a City of Manningham councillor in Melbourne’s eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, 5 years on the Australian Shareholders’ Association board and asking questions at more than 1100 ASX listed company AGMs since 1998.”

In his nomination, Mr Mayne raised concerns about the Company holding physical only shareholder meetings, the Board having a non-independent executive chair and the Company managing sophisticated and institutional placements for listed companies without a share purchase plan offering for retail shareholder participation.

The Board has assessed Mr Mayne’s nomination including his stated skills and experience in the context of the current composition of the Board and against the skills matrix in the Company’s Corporate Governance Statement.

Based on the information available, in the Board’s view:

- (a) Mr Mayne’s skills and experience are not complementary to the current Board and he does not hold the necessary experience to perform as an effective

director on the board of the Company which operates a complex, regulated financial services business;

- (b) Mr Mayne would not add to the effectiveness of the Board; and
- (c) it is not in the best interests of the Company and its shareholders that Mr Mayne be elected as a non-executive director.

Accordingly, the Board has determined to not support his nomination. The Board also considers that Mr Mayne's concerns are not justified.

The Directors recommend that Shareholders vote against Resolution 10.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **Euroz** means Euroz Hartleys Group Limited (ACN 000 364 465).

Company Group means the Company, Euroz Hartleys and any other subsidiary of the Company from time to time.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Participant has the meaning given to that term in Schedule 1.

Euroz Hartleys means Euroz Hartleys Limited (ACN 104 195 057).

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

LTI Performance Rights has the meaning given in Section 6.1.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Plan means the performance rights plan proposed to be adopted by the Company, subject to the approval of Shareholders under Resolution 4, as summarised in Schedule 1.

Profit Share Bonus Payment means bonuses payable from the Profit Share Bonus Pool.

Profit Share Bonus Pool means a share of the pre-tax profit of the Company that is distributed amongst those eligible to receive Profit Share Bonus Payments.

Proxy Form means the proxy form accompanying the Notice.

Related Parties means Messrs Andrew McKenzie and Tim Bunney.

Relevant Financial Year has the meaning given in Section 5.4.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

VWAP means the volume weighted average price of Shares.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

The following is a summary of the key terms and conditions of the Plan to be approved by Shareholders pursuant to Resolution 3.

- (a) **Eligible Participants:** The Plan is open to any full time or part time employee or executive director of the Company Group who is declared by the Board to be eligible to receive grants of Performance Rights under the Plan (**Eligible Participants**).
- (b) **Purpose of the Plan:** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to shareholder value creation;
 - (iii) align the interests of Eligible Participants with shareholders by providing an opportunity for them to receive an equity interest in the Company in the form of rights to shares (**Performance Rights**); and
 - (iv) enable the Company to defer a portion of Eligible Participants' Profit Share Bonus Payments into equity.
- (c) **Offer of Performance Rights:** Performance Rights may be granted under the Plan to Eligible Participants from time to time in the absolute discretion of the Directors.
- (d) **Number of Rights Offered:** The number of Performance Rights that will be offered to an Eligible Participant pursuant to an Offer is entirely within the discretion of the Directors. Each Performance Right will, upon vesting, entitle the holder to:
- (i) a specified number of Shares (**Standard Performance Right**);
 - (ii) a specified number of Shares calculated in accordance with a formula as specified in the offer (**Formulaic Performance Right**); or
 - (iii) a number of Shares to be determined by the Board in its absolute discretion (**Discretionary Performance Right**).
- (e) **Vesting Conditions:** The Board will have the discretion to determine what vesting conditions and or performance hurdles must be met by Eligible Participant in order for the Performance Rights and or Shares to vest and become exercisable.
- (f) **Vesting:** The Performance Rights will not vest unless the vesting conditions imposed by the Board have been satisfied. Once the Board determined whether or not the vesting conditions, performance hurdles and/or other conditions have been met it will notify the participants of the number of Performance Rights/Shares that have vested and or lapsed.
- (g) **Exercise Price:** An Eligible Participant will not be required to make any payment in return for a grant of Performance Rights nor for the issue or transfer of Shares upon the vesting of Performance Rights.
- (h) **Lapse of Rights:** Performance Rights that have not vested will lapse on the seventh anniversary of the date of grant of the Performance Rights or on the first to occur of certain specified events, including:
- (i) a failure to meet the vesting conditions;
 - (ii) a purported transfer of the Performance Rights without the Board's consent;
 - (iii) the Eligible Participant ceasing his or her employment or employment relationship with the Company Group; or
 - (iv) any other circumstances specified by the Board in the Offer.
- The Board will have overriding discretion to determine that some or all unvested Performance Rights will not lapse.
- (i) **Bad Leaver:** If the Eligible Participant is a bad leaver, as determined by the Board, then all Shares issued and or transferred to the Eligible Participant under the Plan will be forfeited

unless otherwise determined by the Board and the trustee of the Employee Share Trust as set out in (m) will become the legal and beneficial owner of the Shares.

- (j) **Shares Issued Upon Exercise of Rights:** The Company will issue or transfer shares to the Eligible Participant as soon as practicable after the vesting of Performance Rights. The shares issued under the Plan will be of the same class and will rank equally with shares in the Company at the date of issue. The Company will seek listing of the new shares on ASX within the time required by ASX Listing Rules.
- (k) **Share Restrictions:** Prior to the grant the Board has discretion to impose disposal restrictions on Shares received following the exercise of Performance Rights by way of either Trust or ASX Holding Lock. The Eligible Participant will have full dividend and voting rights during the share disposal restriction period.
- (l) **Transfer of Rights:** A Performance Right is not transferable without the consent of the Board.
- (m) **Employee Share Trust:** The Plan may be operated through an employee share trust structure. Under the trust, on vesting and exercise of any Performance Rights the resultant Shares may be held via the trust where the trustee will be the legal owner of the share and the employee the beneficial owner.
- (n) **Change of Control, Takeover, Scheme or Arrangement:** In the event of a takeover bid under which the bidder acquires a relevant interest in at least 50.1% of the Company's shares, being declared unconditional, the Board may determine that that all or a specified number of the Performance Rights vest. Unless the Board determines otherwise any Performance Right which the Board determines does not vest will lapse.

In the event that a court approves a proposed compromise or arrangement for the purpose of a scheme for the reconstruction of the Company or its amalgamation with any other company, or any person becomes bound or entitled to acquire shares in the Company under the Corporations Act, the Board may determine that all or a specified number of an Eligible Participant's Performance Rights vest. Unless otherwise determined by the Board any Performance Right which the Board determines does not vest will lapse.
- (o) **Bonus Issues, Rights Issues and Capital Reconstruction:** In order to prevent a reduction of the number of shares to which the Performance Rights relate in the event of bonus issues, rights issues or a capital reconstruction, there are provisions in the rules which provide a method of adjustment of the number of Performance Rights to prevent such a reduction.
- (p) **Participation in New Issues:** There are no participating rights or entitlements inherent in the Performance Rights and the holders will not be entitled to participate in new shares of capital offered to shareholders during the currency of the Performance Rights. In addition, holders of Performance Rights will not be entitled to vote or receive dividends as a result of their holding of Performance Rights.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:30pm (WST) on Saturday, 22 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:

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: 188261

SRN/HIN:

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Euroz Hartleys Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 Euroz Hartleys Group Limited to be held at QV1, Level 37, 250 St Georges Terrace, Perth, WA 6000 on Monday, 24 November 2025 at 1:30pm (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6, 7 and 8 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.

The Chairman of the Meeting intends to vote undirected proxies FOR Resolutions 1 - 9

For Against Abstain

Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Robin Romero as a Director - Board Endorsed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Andrew McKenzie as a Director - Board Endorsed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Securities under Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Performance Rights to Andrew McKenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Performance Rights to Tim Bunney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Long Term Incentive Performance Rights to Andrew McKenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Long Term Incentive Performance Rights to Tim Bunney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Renewal of Proportional Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies AGAINST Resolution 10

Resolution 10	Election of External Nominee Stephen Mayne as a Director - Not Board Endorsed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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In exceptional circumstances, the Chairman 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