



NOTICE OF EXTRAORDINARY GENERAL MEETING & PROXY

Dear Shareholder,

Notice is given that an Extraordinary General Meeting (Meeting) of Shareholders of Stealth Group Holdings Ltd (ACN 615 518 020) (Company) will be held as follows:

Time and date: 11:00am (AWST) on Wednesday 27 May 2026

Location: Stealth Group Holdings Ltd
Level 2, 43 Cedric Street,
Stirling, Western Australia

Purpose of Meeting

- Resolution 1 seeks shareholder approval to ensure compliance with financial assistance by subsidiaries under the Company's existing debt facilities with Commonwealth Bank of Australia, following the acquisition of Hardware & Building Traders Pty Ltd on 10 November 2025, and
- Resolution 2 seeks shareholder approval to restore the Company's 15% placement capacity under ASX Listing Rule 7.1 following the capital raise completed on 2 December 2025, providing flexibility for future capital management.

Notice of Meeting

In accordance with the Corporations Act 2001 (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory memorandum (Meeting Materials) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at www.stealthgi.com
- the ASX market announcements page under the Company's code "SGI"

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 Notice of Meeting.

Voting at the Meeting or by Proxy

Shareholders are encouraged to vote by lodging a proxy form which accompanies this Notice of Meeting.

Proxy forms can be lodged:

Online:	https://investorvote.com.au
By mail:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By fax:	+61 3 9473 2555
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 11:00am (AWST) on Monday, 25 May 2026 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

In addition to the above, the Company takes this opportunity to reaffirm its outlook:

- FY26 financial performance will exceed FY25.

BOARD OF DIRECTORS

Chris Wharton AM
Chairman

Michael Arnold
Group Managing Director & CEO

John Groppoli
Non-Executive Director

Simon Poidevin
Non-Executive Director

Anthony Benino
Company Secretary

ISSUED CAPITAL

149.6 million Ordinary Shares

PRINCIPAL OFFICE

Level 2/43 Cedric Street
Stirling, Western Australia 6021

CONTACT

Michael Arnold
Group Managing Director & CEO

Jessica Rich
Investor Relations

P: +61 8 6465 7800
E: investors@stealthgi.com
W: www.stealthgi.com

ABN: 25 615 518 020

GROUP OPERATING BRANDS

- > Heatleys Safety, Industrial & Hardware
- > Hardware & Building Traders
- > Force Technology International

WEBSITES

- > heatleys.com.au
- > forcetechnology.com.au
- > hbt.com.au
- > cltoolcentre.com.au

ASX: SGI

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- A stronger FY27, reflecting a full-year contribution from Hardware & Building Traders (acquired Nov 2025).
- The Company remains confident in achieving its FY28 targets of greater than \$500 million in sales, EBITDA margins of 8–12%, and NPAT margins of 5–8%.

This outlook is supported by the scale, synergy and integration benefits of the Hardware & Building Traders acquisition and the continued execution of the Group's growth initiatives.

Stealth's balance sheet remains strong and appropriately structured to support the delivery of its FY28 targets. Based on the current business plan and working capital position, the Company does not currently anticipate the need for an additional equity capital raise to execute its FY28 strategy.

Yours sincerely,

Mike Arnold
Group Managing Director & CEO
Stealth Group Holdings Ltd

This announcement was authorised to be given to the ASX by the Board of Directors of Stealth Group Holdings Ltd.

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Notice of Extraordinary General Meeting



STEALTHGROUP
HOLDINGS LTD

Explanatory Memorandum | Proxy Form

Details of Meeting

Date of Meeting

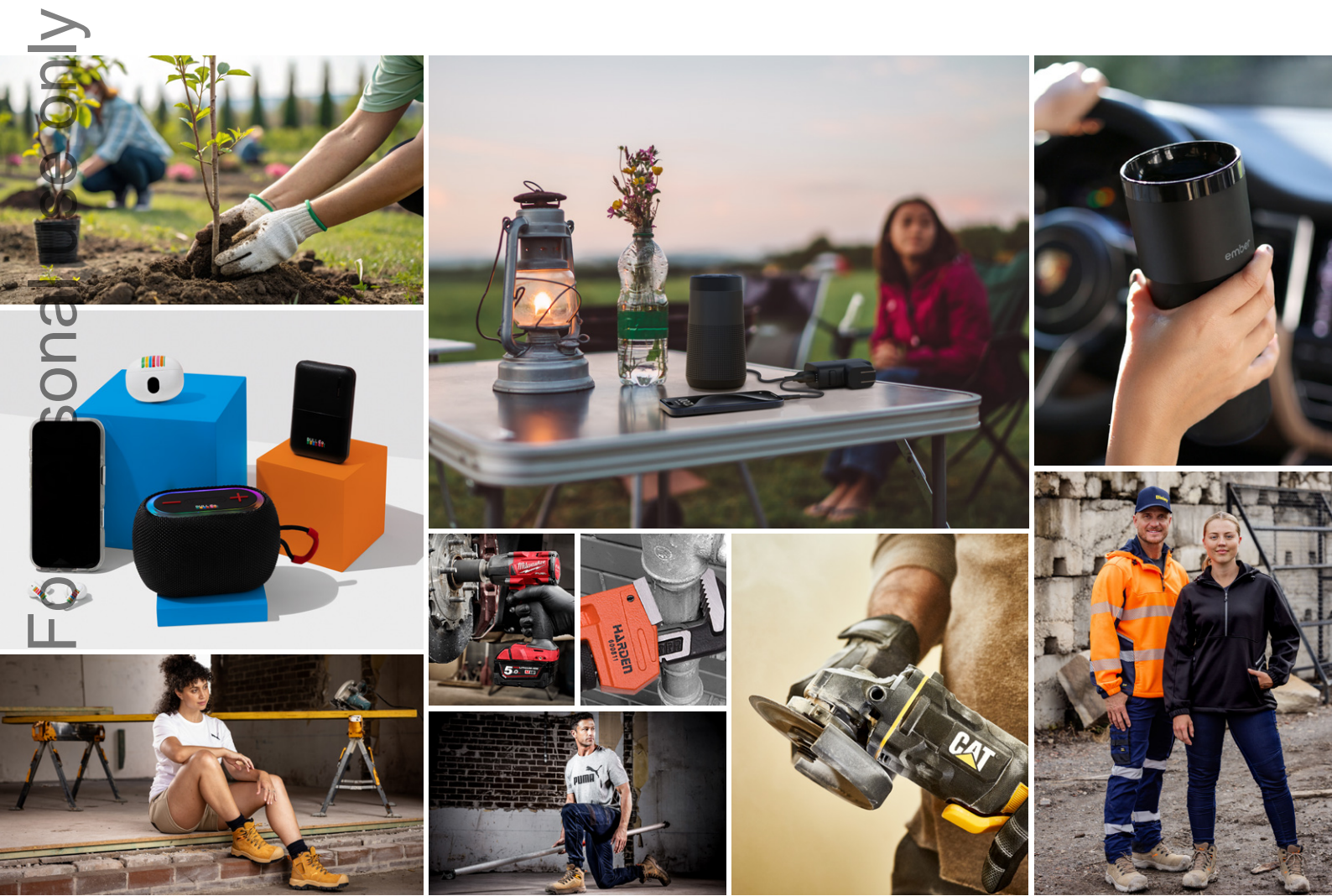
Wednesday, 27 May 2026

Time of Meeting

11:00 am (AWST)

Place of Meeting

Stealth Group Holdings Ltd, Level 2, 43 Cedric Street, Stirling, Western Australia 6021



This document is important and requires your immediate attention. you are advised to read this document in its entirety and seek independent LEGAL AND/OR FINANCIAL advice before deciding how to vote on the resolutions.

If you are in doubt how to deal with this document or how to vote on the Resolutions, please consult your financial or other professional adviser.

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company Secretary via email at investors@stealthgi.com.

Notice of Extraordinary General Meeting

The Extraordinary General Meeting of Stealth Group Holdings Ltd (**Company** or **Stealth**) is to be held on Wednesday, 27 May 2026, at Stealth Group Holdings Ltd, Level 2, 43 Cedric Street, Stirling, Western Australia 6021 at 11:00 am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of the Notice.

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 registered as Shareholders on Monday, 25 May 2026 at 5.00pm (AWST).

Agenda

1. Resolutions

Resolution 1 – Financial Assistance

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

“That, for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for Hardware & Building Traders Pty Ltd (HBT) (a wholly owned subsidiary of the Company) to provide financial assistance to Stealth (including under any amendment, restatement or replacement of the Finance Documents, and any related security or guarantee) in connection with pre-existing acquisition related finance arrangements for HBT to accede as a guarantor arising from the acquisition by Stealth of all of the ordinary shares in HBT, as further described in the Explanatory Notes that accompany this Notice”

Resolution 2 – Ratification of prior issue of Shares under Listing Rule 7.1 - Placement

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 7.4 and for all other purposes, Shareholders ratify the issue of 19,500,000 Shares as set out in the Explanatory Memorandum.”

Explanatory Memorandum

The Explanatory Memorandum is incorporated in and comprises part of this Notice.

Shareholders are directed to the Definitions set out in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

Actions to be taken by shareholders

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek legal and/or financial advice from their professional advisers prior to voting.

If Shareholders have questions about the Meeting and voting arrangements, please email the Company Secretary at investors@stealthgi.com.

Voting entitlements

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company’s share register at 5:00 pm (AWST) on Monday, 25 May 2026 will be entitled to attend and vote at the Extraordinary General Meeting.

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How to vote

You may vote by attending the EGM in person, by proxy or attorney, or by an authorised representative (if you are a body corporate).

All voting will be conducted by poll.

Voting in Person

To vote in person, attend the EGM on the date and at the place set out on the front page of this Notice.

Voting by Proxy

The Proxy Form provides further details on appointing proxies and lodging proxy votes. Proxy votes (together with any authority under which the Proxy Form was signed or a certified copy of the authority) must be received before 11:00 am (AWST) on Monday, 25 May 2026.

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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed;
- any proxy given to a member of Key Management Personnel other than the Chair or their Closely Related Parties for Resolution 1 will not be counted unless Shareholders specify how the proxy is to vote. If you do not direct your proxy how to vote, you risk your vote not being cast;
- any undirected proxy given to the Chair for Resolution 1 by a Shareholder entitled to vote on this resolution will be voted by the Chair in favour of the resolution, in accordance with the express authorisation on the proxy forms; and
- the Chair intends to vote all valid undirected proxies for all other Resolutions in favour of those Resolutions.

Key dates

Event	Date
Deadline for lodgement of proxy forms	11:00am (AWST) on Monday, 25 May 2026
Determination of voting eligibility	5:00pm (AWST) on Monday, 25 May 2026
EGM	11:00am (AWST) on Wednesday, 27 May 2026

Voting by Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with an original (or certified copy) certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or the Share Registrar, Computershare, in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act. Appointment of Corporate Representative forms are available on request by contacting Computershare by phone on 1800 783 447 (within Australia), +61 3 9473 2555 (Overseas) or obtained from Computershare's website <https://investorcentre.com/contact>.

Voting by Attorney

If an attorney is to attend the Meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 11:00 am (AWST) on Monday, 25 May 2026. Previously lodged powers of attorney will be disregarded by the Company.

Questions

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Meeting by email to the Company Secretary at investors@stealthgi.com.

DATED THIS 23 APRIL 2026
BY ORDER OF THE BOARD



Anthony Benino
Company Secretary

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Extraordinary General Meeting of Stealth Group Holdings Ltd (**Company** or **Stealth**).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

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1. Resolution 1 – Financial Assistance

1.1. General

Stealth and the Subsidiaries are parties to:

- (a) General Security Deed dated 16 December 2020 (GSD) between, among others, Commonwealth Bank of Australia ABN 48 123 123 124 (Financier) and Stealth;
- (b) Facility Agreement dated 16 December 2020 (FA) between, among others, the Financier and Stealth;
- (c) A number of other finance documents and agreements required by, or referred to in the either the GSD and/or the FA (collectively, OFD); and
- (d) Various amendment and variation agreements to the GSD, FA and the OFD between 16 December 2020 and 6 November 2025.

(together the **Finance Documents**), which record the terms and conditions of Stealth's debt facility with the Financier (collectively the **Facility**).

The terms and conditions of the Facility, including those in relation to interest charges, events of default, representations, and warranties (from Stealth and the Subsidiaries) are customary for debt facilities of this nature.

The FA requires Stealth to ensure that the Subsidiaries who satisfy the prescribed earnings or assets tests specified by the Financier (**Guarantor Coverage**), become a 'Transaction Party' to the Finance Documents (**Transaction Party**) by executing a Transaction Party Accession Deed Poll (**Accession Deed**). By doing so, each Subsidiary will be providing financial assistance of the nature described below in section 1.5.

Under the Finance Documents, each of the Transaction Parties are required, amongst other things, to respectively provide security over all their assets in favour of the Financier, and irrevocably and unconditionally guarantee to the Financier the payment of the secured monies advanced by the Financier in accordance with the Facility on the terms and conditions set out in the Finance Documents (collectively, the **Securities**).

On 10 November 2025, Stealth acquired (and became the registered holder of) all of the shares in Hardware & Building Traders Pty Ltd (**Acquired Company**) so that it became a wholly owned subsidiary of Stealth.

1.2. Accession to the Finance Documents

Given the satisfaction of the Guarantor Coverage tests prescribed in the Finance Documents, Stealth is now required to ensure that the Acquired Company becomes a Transaction Party to the Finance Documents by executing an Accession Deed.

1.3. The Financial Assistance rules

Section 260A(1) of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only in certain circumstances, including where the giving of the assistance does not materially prejudice (a) the interests of the company or its shareholders, or (b) the company's ability to pay its creditors; or where the assistance is approved by shareholders under section 260B of the Corporations Act.

Financial assistance is broadly interpreted and may be the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability.

The Board (being the same directors as of the Acquired Company) have not formed the view that the accession to the Finance Documents by the Acquired Company will have the effect of materially prejudicing the interests of creditors or the shareholders of the Acquired Company. However, due to uncertainty surrounding the interpretation and application of the expression "material prejudice" and the fact that, on the face of it, acceding to the Finance Documents does to some extent prejudice the Acquired Company's freedom to operate its business as it sees fit, the Board believes it is prudent to obtain the approval of its shareholders under section 260B of the Corporations Act.

In any event, in the opinion of the Board:

- the Acquired Company will be able to pay its debts as they fall due; and
- the assistance will not materially prejudice the Acquired Company's creditors.

Between the date of this Notice and the date of the Meeting, Stealth (being the shareholder of the Acquired Company) will be asked to give approval for the giving of financial assistance by the Acquired Company to Stealth. Under section 260B(2) of the Corporations Act, if immediately after the acquisition, the company giving financial assistance will be a subsidiary of another corporation which is listed in Australia, that listed domestic corporation must also obtain shareholder approval for the financial assistance at a general meeting.

As Stealth is the listed holding company of the Acquired Company, this resolution seeks the approval of Shareholders, pursuant to section 260B(2) of the Corporations Act, for financial assistance to be provided by the Acquired Company.

1.4. Reason for Financial Assistance

The reason for the giving of the financial assistance described above is to enable Stealth to comply with its obligations under the Finance Documents.

If approval for financial assistance is not provided, Stealth will need to investigate the possibility of undertaking corporate restructuring to transfer all or a substantial portion of the assets in the Acquired Company to entities which are existing Transaction Parties under the Finance Documents. There is no guarantee that any such restructuring would be financially successful or efficient. In addition, any such restructuring will incur additional delays, costs and charges for Stealth which would not otherwise be incurred if the resolution is approved.

Further, if shareholder approval is not provided and Stealth is not able to complete the necessary corporate restructuring by 8 June 2026 Stealth:

- (a) will be in breach of its covenants and undertakings set out in the Finance Documents which will result in the occurrence of an 'Event of Default' and a 'Review Event' thereby enabling the Financier to exercise rights under the Finance Documents such as demanding repayment of all money owing under the Finance Documents, and/or repricing Stealth's debt under the Facility; and
- (b) may be forced to negotiate alternative financing arrangements and incur punitive break costs and additional transaction fees and charges.

1.5. The Proposed Financial Assistance in detail

By executing the Accession Deed and granting the Securities, the Acquired Company will provide the following financial assistance to Stealth:

- (a) It will unconditionally and irrevocably guarantee the repayment of any secured money under the Finance Documents;
- (b) It will provide the Financier with security over the Acquired Company's assets on the terms and conditions set out in the Finance Documents; and
- (c) It will give the indemnities, undertakings, representation, and warranties to which Stealth and each other Transaction Party has provided and continues to provide to the Financier. The undertakings and representations may restrict various corporate actions the Acquired Company could otherwise undertake.

As of the date of this Explanatory Memorandum, the Board does not believe that Stealth, any current Transaction Party or the Acquired Company, either collectively or individually, is likely to be in default in relation to its obligations under the Finance Documents. In addition, the Board does not believe the Financial Assistance provided will materially prejudice (a) the interests of the company or its shareholders, or (b) the company's ability to pay its creditors; or where the assistance is approved by shareholders under section 260B of the Corporations Act.

1.6. Advantages

The advantage to Stealth of the proposed resolution in authorising the Acquired Company to execute an Accession Deed and grant the Securities is that it will allow Stealth to meet the Guarantor Coverage under the Finance Documents and avoid the occurrence of an 'Event of Default' and a 'Review Event' under the Finance Documents.

In addition, Stealth would not be required to incur the additional cost of corporate restructuring, and the risk that it may not be able to complete the corporate restructuring by 8 June 2026. The consequences arising from the failure to complete the corporate restructuring by 8 June 2026 is set out above under 1.4.

The principal advantage of the proposed resolution to the Acquired Company is that it will benefit from the Subsidiaries. The Board believes that this is in the interests of the Acquired Company because the Acquired Company will:

- (a) have greater access to funding as a result of integration in the Stealth Group;
- (b) benefit from synergies, cost savings and greater growth potential through that integration with the Stealth Group; and
- (c) have access to new management expertise provide by Stealth.

The Board believes that approving the financial assistance described above is in the interests of Stealth.

1.7. Disadvantages

The Board does not believe there are any disadvantages for Stealth as a result of the proposed resolution as Stealth is already a Transaction Party to the Finance Documents.

The disadvantages of the proposed resolution for the Acquired Company include the following:

- (d) The Acquired Company will become liable for amounts due under the Finance Documents and the Acquired Company's assets may become subject to enforcement action by the Financier in the event of any 'Event of Default' and any 'Review Event' under the Finance Documents;
- (e) The Acquired Company becoming a Transaction Party under the Finance Documents may impact on its ability to borrow in its own right in the future;
- (f) The corporate actions of the Acquired Company will be restricted by the terms of the Finance Documents; and
- (g) Although the Board does not believe as of the date of this Explanatory Memorandum that there is or will likely be any prospect of default, a member of the Stealth Group may, in the future, default under the Finance Documents which will result in the Financier having various rights under the Finance Documents including making a demand under a guarantee or indemnity provided by the Acquired Company requiring immediate repayment of amounts due under the Finance Documents.

1.8. Prior Notice to ASIC

Copies of the Notice of Extraordinary General Meeting and these Explanatory Notes were lodged with the Australian Securities and Investments Commission before being sent to Shareholders in accordance with section 260B(5) of the Corporations Act.

1.9. Disclosure

The Board considers that the Notice and these Explanatory Notes contain all information known to Stealth that would be material to Shareholders in deciding how to vote on the resolution, other than information which it would be unreasonable to require Stealth to include because it has been previously disclosed to Shareholders.

1.10. Voting consequences

This resolution is a special resolution and will be passed if more than 75% of votes cast by Shareholders present at the Extraordinary General Meeting are in favour of the Resolution.

1.11. Board recommendation

The Directors unanimously support the provision of Financial Assistance by the Acquired Company and recommend that Shareholders vote in favour of the Resolution.

1.12. Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

2. Resolution 2 – Ratification of prior issue of Shares under Listing Rule 7.1 - Placement

2.1. Background

On 2 December 2025 the Company raised \$19.5m before capital raising costs upon the issue 19,500,000 fully paid ordinary shares (ranking pari passu with, and otherwise on the same terms as, existing fully paid ordinary shares) to institutional and sophisticated investors at an issue price of \$1.00 per share (**Placement**).

2.2. ASX Listing Rules 7.1 and 7.4

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

The Placement does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Placement.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the listed company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 2 seeks the approval of Shareholders for the prior issue of the Placement under and for the purposes of Listing Rule 7.4.

2.3. Technical information required by ASX Listing Rule 14.1.A

If Resolution 2 is passed, the Placement will be excluded in calculating the Company's 15% limit in Listing Rules 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement. By ratifying this issue, the Company will retain the flexibility to issue Equity Securities in the future up to the annual placement capacity set out in Listing Rule 7.1 with the requirement to obtain prior Shareholder approval.

If Resolution 2 is not passed, the Placement will be included in calculating the Company's 15% limit in Listing Rules 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement.

2.4. Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

2.4.1. The number and class of securities the entity issued

A Total of 19,500,000 Shares were issued using the Company's 15% limit under Listing Rule 7.1

The Shares issued were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares.

2.4.2. The price or other consideration the entity has received for the issue

The Shares were issued at an issue price of \$1.00 per share. The Company has not and will not receive any other consideration for the issue of Shares under the Placement.

2.4.3. The date or dates on which the securities were issued

The Shares were issued on 2 December 2025.

2.4.4. The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected

The Shares were issued to various sophisticated and professional investors who are clients of the Lead Manager, MST Financial Services Pty Ltd. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising process from non-related parties of the Company.

The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.

2.4.5. The purpose of the issue, including the use or intended use of any funds raised by the issue

The funds raised have been primarily applied to:

1. Pay down a portion of existing debt, improving financial flexibility and reducing leverage; and
2. Provide additional working capital to support the rollout of the wholesale distribution strategy being implemented as part of the ongoing HBT integration.

2.4.5.1. Were the securities under an agreement

The Shares were not issued under an agreement.

2.5. Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the Placement the subject of Resolution 2, or an associate of that person (or those persons) (**Resolution 2 Excluded Party**).

However, this does not apply to a vote cast in favour of the Resolution 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; or
- 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 on the Resolution 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.

2.6. Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 2 in accordance with the express authorisation on the Proxy Form.

Definitions

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\$ means an Australian dollar.

Extraordinary General Meeting, EGM or Meeting means the Extraordinary General Meeting the subject of this Notice.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

AWST means Australian Western Standard Time, being the time in Perth.

Board means the board of directors of the Company.

Chair (or Chairperson) means the person appointed to chair the Meeting convened by this Notice.

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).

Company or **Stealth** means Stealth Group Holdings Ltd (ACN 615 518 020).

Constitution means the Company's constitution.

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

Director means a director of the Company and **Directors** means the directors of the Company.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Extraordinary General Meeting.

Group means the Company and its controlled entities.

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 official listing rules of the ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of Shares of the Company, adviser of the Company or associate of any of these parties.

Managing Director means the Managing Director of the Company.

Meeting means the meeting of Shareholders convened by the Notice of Extraordinary General Meeting.

Notice or **Notice of Meeting** means the notice of Extraordinary General Meeting accompanying this Explanatory Memorandum.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution in the Notice.

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

Shareholder means a shareholder of the Company and **Shareholders** means the shareholders of the Company

Subsidiaries comprise the following:

- Stealth Global Industries Australia Pty Ltd (ACN 167 577 371)
- Heatleys Group Holdings Pty Ltd (ACN 604 453 152)
- Heatley Sales Pty Ltd (ACN 009 260 824)
- Force Technology International Pty Ltd (ACN 054 655 757)
- Industrial Supply Group Pty Ltd (ACN 055 790 282)
- C&L Tool Centre Pty Ltd (ACN 104 125 546)
- United Tools Pty Ltd (ACN 011 008 110)
- Australian Workplace Supplies Pty Ltd (ACN 096 561 241)
- Trade Counter Direct Pty Ltd (ACN 637 992 253)
- Hardware & Building Traders Pty Ltd (ACN 076 075 413)
- IT Hub Solutions Pty Ltd (ACN 677 158 244)

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

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STEALTHGROUP
HOLDINGS LTD

Stealth Group Holdings Ltd
ACN 615 518 020
ABN 25 615 518 020

Level 2, 43 Cedric Street
Stirling WA 6021

Telephone: +61 8 6465 7800
Email: investors@stealthgi.com

www.stealthgi.com



STEALTHGROUP

HOLDINGS LTD

Stealth Group Holdings Ltd
ABN 25 615 518 020

SGI

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

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 **11:00 am (AWST) on Monday, 25 May 2026.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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



For personal use only

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Stealth Group Holdings Ltd hereby appoint

the Chair of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 Extraordinary General Meeting of Stealth Group Holdings Ltd to be held at Stealth Group Holdings Ltd, Level 2, 43 Cedric Street, Stirling, WA 6021 on Wednesday, 27 May 2026 at 11:00 am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior issue of Shares under Listing Rule 7.1 - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / Date
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	

Update your communication details (Optional)

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

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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