SGH

ASX Release

9 October 2026

Company Announcements Office
ASX Limited
Level 27, 39 Martin Place
Sydney NSW 2000

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2026 NOTICE OF ANNUAL GENERAL MEETING

SGH Ltd (ASX: SGH) attaches a copy of the 2026 Notice of Annual General Meeting and Proxy Form which will be dispatched to shareholders along with the 2026 Annual Report today.

The 2026 Annual Report was lodged separately with ASX on 11 August 2026.

This announcement has been authorised for release to the ASX by the Board of SGH Ltd.

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SGH Ltd (ASX: SGH) is an Australian diversified operating company, with market leading businesses across industrial services, energy, and media. SGH owns WesTrac, Boral and Coates. WesTrac is the sole authorised Caterpillar dealer in WA and NSW/ACT. Boral is Australia's leading integrated construction materials business. Coates is Australia's largest equipment hire business. SGH has a ~30% shareholding in Beach Energy, and wholly owns SGH Energy. SGH has a ~20% shareholding in Southern Cross Media Group.

SGH

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Notice of Annual General Meeting 2026

Notice is hereby given that the Annual General Meeting ("AGM") of SGH Limited ("SGH") will be held in the Hyde Park Room at Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000 on Friday, 13 November 2026 at 10.00 am (AEDT).

The AGM will be webcast live at https://sghl.com.au/investor-centre/agm2026. Details about accessing the webcast will be posted on SGH's website (www.sghl.com.au) in advance of the meeting. Shareholders that participate in the Annual General Meeting via the live webcast are encouraged to submit proxy votes and questions in advance, as you will not be able to ask questions or vote when viewing the live webcast.

If it becomes necessary or appropriate to make alternative arrangements for the holding, or conduct, of the meeting, we will announce this on our website and the Australian Securities Exchange market announcements platform.

SGH Limited **ABN 46 142 003 469**

Agenda – Items of Business

Financial Statements

Item 1

To receive and consider the Financial Statements of SGH and the entities it controlled for the financial year ended 30 June 2026, together with the statements and reports of Directors and the auditor attached to the financial statements.

Note:

– There is no requirement for members to approve these statements or reports, and therefore no vote will be held on this Item.

Election and Re-election of Directors

Item 2

In accordance with Article 8.2(c) of SGH's Constitution, Mr John Gillam who, having been appointed by the Board as a Director since the last Annual General Meeting, retires and being eligible, offers himself for election as a Director of SGH.

Item 3

In accordance with Article 8.2(c) of SGH's Constitution, Mr Vik Bansal who, having been appointed by the Board as a Director since the last Annual General Meeting, retires and being eligible, offers himself for election as a Director of SGH.

Item 4

In accordance with Article 8.2(a) of SGH's Constitution, Mr Chris Mackay retires and being eligible, offers himself for re-election as a Director of SGH.

Item 5

In accordance with Article 8.2(a) of SGH's Constitution, The Hon. Warwick Smith AO retires and being eligible, offers himself for re-election as a Director of SGH.

Remuneration Report

Item 6

To adopt the Remuneration Report of SGH for the financial year ended 30 June 2026.

Notes:

– The vote on this resolution is advisory only and does not bind the Directors or SGH.

– The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing SGH's remuneration policies.

– A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes.

Grant of share rights under the FY26 Short-Term Incentive ("STI") Plan for the Managing Director and Chief Executive Officer ("MD&CEO")

Item 7

That approval is given for the grant of a maximum of 22,924 deferred share rights to the MD&CEO, Mr Ryan Stokes AO, under the SGH Limited Short-Term Incentive Plan, on the terms summarised in the Explanatory Notes.

Note:

– A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes.

By order of the Board

Warren Coatsworth
Company Secretary

9 October 2026

Notes:

1. A member entitled to attend and vote has a right to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint up to two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.

2. The Chairman of the meeting intends to vote undirected proxies in favour of each of the proposed resolutions set out in this Notice of Annual General Meeting. If your appointed proxy does not attend the meeting, or does not vote as directed, the Chairman of the meeting will become your proxy by default and will cast any undirected proxies as directed (subject to any applicable voting exclusions).

3. Voting exclusions apply to Items 6 and 7, details of which are set out in the Explanatory Notes.

   Unless the Chairman of the meeting is your proxy, members of the Key Management Personnel of SGH (including the Directors) and their closely related parties (as defined under the *Corporations Act 2001*, ("Closely Related Parties") will not be able to vote as a member's proxy on Items 6 and 7 unless the member directs them how to vote on the proxy form. If you intend to appoint one of these individuals as your proxy, you should ensure that you direct that person how to vote on Items 6 and 7.

   If you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as a proxy by default, you may:

   – direct the Chairman of the meeting how to vote by marking either "For", "Against" or "Abstain" on the sections of the proxy form corresponding to Items 6 and/or 7 in accordance with the instructions on that form; or

   – not direct the Chairman of the meeting how to vote on Items 6 and/or 7, in which case, by submitting the proxy form, you will be expressly authorising the Chairman of the meeting to vote the undirected proxy as he sees fit even if the item is connected with the remuneration of the Key Management Personnel of SGH.

4. For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00pm (AEDT) on Wednesday, 11 November 2026.

5. A proxy need not be a member of SGH.

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Agenda – Items of Business

6. A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that SGH has received evidence of his or her appointment, including any authority under which it has been signed in advance of the meeting, unless it has previously been given to SGH.
7. A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may but need not be a member of SGH. You will not be able to ask questions or vote online on the webcast facility.
8. Duly completed proxy forms must be returned to the Secretary, SGH Limited, either at:
   - Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 or fax number: 02 9290 9655; or
   - completed online at www.votingonline.com.au/sghagm2026, in each case by no later than 10.00 am (AEDT) on Wednesday, 11 November 2026.

   Any power of attorney or authority under which a proxy form is signed (or a copy of that power of attorney or authority, certified as a true copy by statutory declaration) must accompany the proxy form.
9. All resolutions will be decided by poll. On a poll, if your proxy either does not attend the meeting or registers but does not vote on the resolution in accordance with your directions, your proxy votes will automatically default to the Chairman of the meeting for that resolution. The Chairman of the meeting is required to vote any directed proxies in the manner directed and may otherwise vote as the Chairman of the meeting sees fit.
10. The Chairman of the meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.
11. The Explanatory Notes form part of this Notice of Meeting. Members should read these documents in full.

Transport

Parking

Parking is available close to Sheraton Grand Sydney Hyde Park at the Domain car park. See map for location.

Train

St James train station is conveniently located close to Sheraton Grand Sydney Hyde Park. See map for locations.

Walking

Please refer to the map set out on this page for directions to walk from St James train station to the Sheraton Grand Sydney Hyde Park. Walking from the train station takes approximately two minutes.

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Explanatory Notes

The Explanatory Notes are presented to members to provide them with information concerning each of the resolutions to be considered at SGH's 2026 Annual General Meeting.

Item 1
Financial Statements

The *Corporations Act 2001* (Cth) requires the Annual Financial Report of SGH for the year ended 30 June 2026 (which includes the financial statements, notes to the financial statements and Directors' declaration), and Directors' Report and the Auditor's Report to be laid before the Annual General Meeting.

Neither the Corporations Act nor SGH's Constitution requires a vote of shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comments on the management of SGH.

A reasonable opportunity will also be given to shareholders as a whole at the Annual General Meeting to ask SGH's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by SGH in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the 2026 Annual Report on SGH's website at www.sghl.com.au/investor-centre/results-and-presentations/.

Items 2 to 5
Election and Re-Election of Directors

Directors' recommendation

For the reasons set out later in these Explanatory Notes, the Board, excluding the Director to whom each resolution relates, unanimously recommends that members **VOTE IN FAVOUR** of the election of Mr John Gillam and Mr Vik Bansal and the re-election of Mr Chris Mackay and The Hon. Warwick Smith AO.

Under SGH's Constitution, any Director appointed by the Board during the year (as an additional Director or to fill a casual vacancy) may only hold office until the next Annual General Meeting, at which time the Director must retire and may offer himself or herself for election. On this basis:

- Mr John Gillam, who was appointed as a Director on 1 February 2026, offers himself for election; and
- Mr Vik Bansal, who was appointed as a Director on 1 April 2026, offers himself for election.

Under the Constitution of SGH, and consistent with the ASX Listing Rules, a Director who has held office for the longer of three Annual General Meetings of SGH or for three years (except the Managing Director and an alternate director of SGH) must retire from office. A retiring Director is eligible for re-election. Mr Chris Mackay and The Hon. Warwick Smith will retire and offer themselves for re-election.

Under the Constitution, the Managing Director & Chief Executive Officer of SGH, Mr Ryan Stokes AO, is not required to stand for election.

Following are short biographies of the Directors standing for election and re-election.

Mr John Gillam

Independent Non-Executive Chairman

Being eligible, Mr John Gillam offers himself for election to the Board at the meeting.

Chairman of SGH Ltd since 1 June 2026 and Director of SGH Ltd since 1 February 2026. Member of the Remuneration & Nomination Committee and member of the Independent & Related Party Committee.

Mr Gillam brings exceptional executive leadership across diversified industrials, retail, chemicals, agribusiness and infrastructure sectors. His 20-year career with Wesfarmers Limited, one of Australia's largest diversified businesses, culminated in senior executive roles across complex, multi-billion dollar business units. His breadth of experience at Wesfarmers included 12 years as Chief Executive Officer of Bunnings Group, Chief Financial Officer of Bunnings, Company Secretary of Wesfarmers Limited, and Managing Director of CSBP (chemicals and fertiliser).

Mr Gillam currently serves as Chairman of Lendlease Group (since 2024), Nufarm Limited (since 2020) and VetPartners Group (since 2024), and as Director of Clontarf Foundation (since 2017). He previously served as Chairman of CSR Limited (2018-2024), successfully guiding the company through significant strategic repositioning in the building products sector. He also served as Chairman of BlueFit Pty Limited (from 2018 until December 2025).

Mr Gillam holds a Bachelor of Commerce from the University of Western Australia and is a Member of the Australian Institute of Company Directors and Fellow of the Australian Institute of Management.

Mr Gillam brings extensive executive leadership experience across diversified industrials, retail and consumer-facing businesses to the Board, together with expertise in capital allocation and portfolio management gained across a range of ASX-listed companies, of particular relevance to SGH's diversified group structure.

Mr Vik Bansal

Non-Independent Non-Executive Director

Being eligible, Mr Vik Bansal offers himself for election to the Board at the meeting.

Director of SGH Ltd since 1 April 2026.

Mr Bansal was Chief Executive of Boral from October 2022 to March 2026. Prior to joining Boral, Mr Bansal was CEO & MD of InfraBuild, Australia's largest vertically integrated steel manufacturer servicing the construction and infrastructure segment. Mr Bansal is Chairman of Orica Limited. He is also a Non-Executive Director of Brambles Limited and of Washington Soul Patts. He was formerly Chairman of LGI Pty Ltd, a clean energy company based in Brisbane.

Mr Bansal was Group CEO & MD of Cleanaway Waste Management from 2015 to 2021. During his tenure, Cleanaway's market capitalisation increased five times, earnings more than doubled, and the company consistently delivered in the top quartile of TSR.

He is an Electrical Engineer and has an MBA and AMP from INSEAD and has completed a Master of Laws in Enterprise Governance.

Mr Bansal brings extensive operational and executive leadership experience across industrials, waste management and infrastructure to the Board. His appointment to the Board provides valuable oversight continuity of Boral's performance journey. Under Mr Bansal's leadership, Boral implemented the Good to Great strategy and embedded the Boral Way operating discipline, delivering sustained improvement in operating performance, accountability, and customer and employee engagement, closely aligned with SGH's own operating philosophy.

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Explanatory Notes

Mr Chris Mackay

Independent Non-Executive Director

Being eligible, Mr Chris Mackay offers himself for re-election to the Board at the meeting.

Director of SGH Ltd since 1 June 2010. Member of the Audit & Risk Committee and member of the Independent & Related Party Committee.

Mr Mackay was the Managing Director of MFF Capital Investments Limited from 1 October 2013 to December 2025 and has been Executive Director Investments & Capital since January 2026.

Mr Mackay is former Chairman and Chief Investment Officer of Magellan Financial Group Limited. Mr Mackay co-founded Magellan after retiring as Chairman of the investment bank UBS Australasia in 2006, having previously been its Chief Executive Officer.

Mr Mackay has considerable experience in business management, capital allocation, risk management and investment. He was a former investment banker and corporate and banking lawyer, with broad experience in the financial and corporate sectors over many years.

Mr Mackay was a Director of Consolidated Media Holdings Limited from March 2006 until November 2012, when the company was taken over by News Corporation.

Mr Mackay was a member of the Federal Treasurer's Financial Sector Advisory Council and the Business Council of Australia, and a Director of the International Banks & Securities Association.

Mr Mackay has a deep knowledge of business management, capital allocation, risk management and investment. He brings this mindset and expertise to his role on the Board and its Committees. Having served on the Board since 2010, Mr Mackay has acquired valuable insights into SGH and the diverse industries in which it operates and holds investments. The Board considers that SGH's performance and shareholders benefit from having an appropriate number of longer-serving Directors with detailed knowledge of the history of the Group's operations as part of the overall composition of Directors on the Board, as succession is managed on the Board.

The Hon. Warwick Smith AO

Non-Independent Non-Executive Director

Being eligible, The Hon. Warwick Smith AO offers himself for re-election to the Board at the meeting.

Director of SGH Ltd since 12 September 2014. Member of the Audit & Risk Committee and member of the Remuneration & Nomination Committee.

Mr Smith has been Chairman of Advisory Board Australian Capital Equity since November 2006. Mr Smith also holds the position of Chairman at Ord Minnett, Wollar Solar Finance and Aqualand Group. Mr Smith is also a Director of Jemena Energy and Hive & Wellness (Capilano).

He was previously Chairman of the Australia-China Council and was the Founding Chair of the National Foundation of Australia-China Relations. He is a former Chairman of the Global Engagement Committee of the Business Council of Australia, of which he is an Honorary Lifetime Member.

Mr Smith is a former Senior Managing Director of the Australia and New Zealand Banking Group Limited (ANZ), where he also held the roles of Chairman for New South Wales and the Australian Capital Territory, Chairman of ANZ Thailand, and Chairman and Director of ANZ Greater China. He is also the immediate past Chair of the National Museum of Australia.

Formerly Executive Director with Macquarie Bank, former Director of Estia Health Limited, former Director of Marinus Link Pty Ltd, former Chairman of E*TRADE Ltd and the Australian Sports Commission. Mr Smith was a Federal Government Minister with a parliamentary career spanning 15 years. He was also Australia's first Telecommunications Ombudsman.

Mr Smith has also received a Centenary Medal and was twice awarded the Order of Australia.

Mr Smith is a highly credentialed and experienced company director and corporate executive, with a broad range of expertise across public and private sectors. He brings a deep knowledge of government, regulatory, financial, banking and commercial matters to the Board. His business acumen and leadership attributes are invaluable to the Board and Management, as are his insights in relation to corporate strategy and investment, financial and non-financial risk, people management and executive leadership.

The Chairman of the meeting intends to vote all undirected proxies in favour of this Item of Business.

Item 6
Remuneration Report

Directors' recommendation

The Board unanimously recommends that members **VOTE IN FAVOUR** of adopting the Remuneration Report.

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 30 June 2026 can be found on pages 47 to 71 of SGH's 2026 Annual Report and covers director and executive remuneration.

Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or SGH and does not affect the employment arrangements in place for employees of SGH and its subsidiaries. The Board will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing SGH's remuneration policies.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

In summary, the Remuneration Report:

- explains the Board's approach to executive remuneration and the link to company performance and shareholder outcomes;
- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of SGH (including Directors);
- explains the relationship between the Board's remuneration policy, SGH's performance and incentives for Key Management Personnel;
- details the remuneration framework which explains the reward elements and any performance conditions applicable to the remuneration of the Key Management Personnel of SGH; and
- sets out remuneration details for the Key Management Personnel of SGH.

Voting exclusion statement

SGH will disregard any votes cast on Item 6:

- by or on behalf of a member of SGH's Key Management Personnel named in the Remuneration Report for the year ended 30 June 2026, or their Closely Related Parties regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Key Management Personnel of SGH at the date of the meeting or any of their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Item 6:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy as he sees fit, even though Item 6 is connected with the remuneration of the Key Management Personnel.

The Chairman of the meeting intends to vote all undirected proxies in favour of this Item of Business.

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Explanatory Notes

Item 7

Grant of deferred share rights under the FY26 Short-Term Incentive ("STI") Plan for the Managing Director & Chief Executive Officer ("MD&CEO")

SGH operates the SGH STI plan to provide short-term incentives to senior executives, based on performance relative to corporate and individual goals over SGH's financial year. Under the key terms of the STI plan, 50 per cent of the STI award for the MD&CEO, Mr Ryan Stokes AO, is deferred into deferred share rights.

Further details regarding the STI plan and the FY26 STI award are set out in the Remuneration Report on pages 47 to 71 of SGH's 2026 Annual Report.

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme. As the terms of the STI grant to Mr Ryan Stokes AO require that the securities to satisfy the STI award be purchased on market, shareholder approval is not required for the purposes of the ASX Listing Rules. However, in the interests of transparency and good governance, the Board has determined to seek shareholder approval for the grant of securities to Mr Ryan Stokes AO.

Summary of the key terms of the Grant of Deferred Share Rights

A brief overview of the key terms of the proposed grant under the STI plan is set out in Table 1 below.

Voting exclusion statement

SGH will disregard any votes on Item 7:

- cast in favour of the resolutions by or on behalf of Mr Ryan Stokes AO (being the only Director eligible to participate in the STI plan) or any of his associates regardless of the capacity in which the vote is cast; or
- cast as a proxy by any of the Key Management Personnel of SGH at the date of the meeting or their Closely Related Parties, unless the vote is cast on Item 7:
  - as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
  - by the Chairman of the meeting as proxy for a person entitled to vote on the resolution, pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman decides even though Item 7 is connected with the remuneration of the Key Management Personnel of SGH; or
- by 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.

The Chairman of the meeting intends to vote all undirected proxies in favour of this Item of Business.

Table 1: Summary of the key terms of the Grant of Deferred Share Rights

Details of the Proposed STI grant	The MD & CEO, Mr Ryan Stokes AO, participated in the STI plan in respect of FY26 ("FY26 STI"). All awards are subject to satisfying SGH's underlying EBIT gateway and achievement of a balanced scorecard of measurable and quantifiable individual targets. In cases of outperformance, the Board may grant an above target award amount. Under the STI plan, 50 per cent of the FY26 STI that has been earned is delivered as a cash bonus to the MD&CEO, and the remaining 50 per cent is delivered in deferred share rights as the deferred equity component of his STI. Accordingly, Mr Ryan Stokes AO is entitled to receive $934,800 of deferred share rights (being the "Grant Value" of the deferred share rights component of his FY26 STI). The number of deferred share rights to be allocated to Mr Ryan Stokes will be a maximum of 22,924 based on an allocation value of $40.7791. The number of deferred share rights issued for Executives in FY27 has been determined by dividing the Grant Value by SGH's 60-day VWAP (Volume Weighted Average Price) up to and including 30 June 2026, adjusted to reflect that share rights do not entitle the holder to dividends on the underlying shares until the share rights vest and shares are acquired. A deferred share right is a right to acquire one ordinary share in SGH. Mr Ryan Stokes AO will not be entitled to vote nor be paid dividends in respect of those unvested deferred share rights.
Grant Date	SGH intends that the deferred share rights will be allocated to Mr Ryan Stokes AO on or about 1 December 2026, but in any event, within 12 months after the date of the meeting.
Vesting of Shares	Deferred share rights issued under the STI will convert to ordinary shares following SGH's results release for the following financial year (i.e. FY27) on or around 13 August 2027.
Cessation of Employment	If Mr Ryan Stokes AO ceases employment with SGH due to termination for cause, gross misconduct or any other reason determined by the Board, all unvested deferred share rights will lapse. If Mr Ryan Stokes AO ceases employment other than for the reasons outlined above, the share rights may not lapse, unless the Board determines otherwise.
Mr Ryan Stokes' Total Remuneration Package for FY27	ASX Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of the current total FY27 remuneration of Mr Ryan Stokes AO which is: Fixed Annual Remuneration ("FAR") — $1,900,000 p.a. Short-term incentive opportunity (target) — $1,900,000 – 100% of FAR (maximum of 150% of FAR) Long-term incentive grant — $2,850,000 – 150% of FAR Full details on the remuneration of Mr Ryan Stokes AO are contained within the Remuneration Report.
Other Information	No loan arrangements are entered into with Mr Ryan Stokes AO in relation to deferred share rights granted under the STI plan. The only Director of SGH who is eligible to receive deferred share rights under the STI plan is Mr Ryan Stokes AO. 18,922 deferred share rights were granted to Mr Ryan Stokes AO under the FY25 STI plan and vested on 18 August 2026. The average acquisition price was nil as the grants form part of Mr Ryan Stokes AO's remuneration.

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SGH

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Wednesday, 11 November 2026.**

TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/sghagm2026

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE

Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy
You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **10:00am (AEDT) on Wednesday, 11 November 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by the following methods:

Online	https://www.votingonline.com.au/sghagm2026
By Email	proxy@boardroomlimited.com.au
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited, PO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

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SAMPLE

SGH Limited
ABN 46 142 003 469

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **SGH Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held **at the Hyde Park Room at the Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000 on Friday, 13 November 2026 at 10:00 am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 2-7.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 6-7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 6-7 are connected with the remuneration of a member of the key management personnel for the Company.

Chair of the Meeting will vote all undirected proxies in favour of Resolutions 2-7 (including Resolutions 6-7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote for, against, or to abstain from voting on an item, you must provide a direction by marking the 'For', 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your vote will not be counted in calculating the required majority.

The Board recommends shareholders vote FOR Resolutions 2 to 7 inclusive.

	Board Recommendation	FOR	AGAINST	ABSTAIN*
Resolution 2. Election of Director – Mr John Gillam	FOR	☐	☐	☐
Resolution 3. Election of Director – Mr Vik Bansal	FOR	☐	☐	☐
Resolution 4. Re-election of Director – Mr Chris Mackay	FOR	☐	☐	☐
Resolution 5. Re-election of Director – The Hon. Warwick Smith AO	FOR	☐	☐	☐
Resolution 6. Adoption of the Remuneration Report	FOR	☐	☐	☐
Resolution 7. Grant of share rights under the FY26 Short-Term Incentive Plan for the Managing Director and Chief Executive Officer	FOR	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….... Contact Daytime Telephone……..... Date / / 2026

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