STEALTH GROUP HOLDINGS LTD

ASX RELEASE

12 October 2026

2026 NOTICE OF ANNUAL GENERAL MEETING & PROXY

Dear Shareholder,

Notice is given that the Annual General Meeting (Meeting) of Shareholders of Stealth Group Holdings Limited (ASX:SGI) (ACN 615 518 020) (Company) will be held as follows:

Time and date: 11:00am (AWST) on Thursday 12 November 2026
Location: Stealth Group Holdings Ltd
Level 2, 43 Cedric Street,
Stirling, Western Australia

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 statement (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 is attached.

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:	1800 783 447 within Australia or +61 3 9473 2555 outside Australia
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 Tuesday, 10 November 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.

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.

END OF RELEASE

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BOARD OF DIRECTORS
Chris Wharton AM
Chairman

Michael Arnold
Group Managing Director & CEO

John Groppoli
Non-Executive Director

Simon Poidevin
Non-Executive Director

Michelle Kennedy
Company Secretary

ISSUED CAPITAL
150.1 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
- hbt.com.au
- forcetechnology.com.au
- cltoolcentre.com.au

Notice of Annual General Meeting

STEALTHGROUP HOLDINGS LTD

Explanatory Memorandum | Proxy Form

Details of Meeting

Date of Meeting	Time of Meeting	Place of Meeting
Thursday, 12 November 2026	11:00 am (AWST)	Stealth Group Holdings Ltd, Level 2, 43 Cedric St, Stirling, Western Australia 6021

Annual Report

The 2026 Annual Report is available from the Company website via the following link:
https://stealthgi.com/wp-content/uploads/2026/08/3104477.pdf

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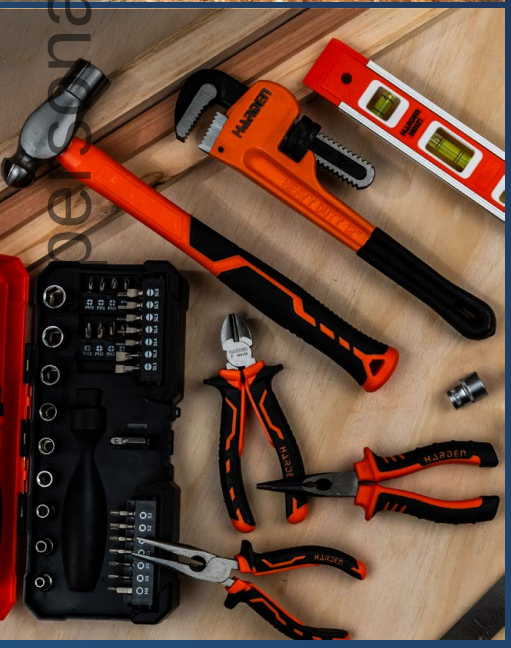

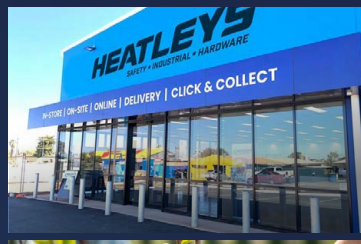

This document is important and requires your immediate attention. You are advised to read this document in its entirety and seek independent legal and/or financial advice before deciding how to vote on the resolutions.

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 cosec@stealthgi.com.

Notice of Annual General Meeting

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The Annual General Meeting **("Meeting")** of Stealth Group Holdings Ltd ("**Stealth**" or the "**Company**") is to be held on Thursday, 12 November 2026, at Stealth Group Holdings Ltd, Level 2, 43 Cedric Street, Stirling, Western Australia 6021 at 11:00 am (AWST).

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 Tuesday 10th November 2026 at 5.00pm (AWST).

Key dates

Event	Date
Deadline for lodgement of proxy forms	11:00am (AWST) on Tuesday, 10th November 2026
Determination of voting eligibility	5:00pm (AWST) on Tuesday, 10th November 2026
AGM	11:00am (AWST) on Thursday, 12th November 2026

Agenda

1. Annual Report

Financial Statements and Other Reports – Year Ended 30 June 2026 (no resolution required)

To receive and consider the Financial Report for the financial year ended 30 June 2026, together with the Declaration of Directors, the Remuneration Report, and the reports of the Directors and of the Auditor for the year ended 30 June 2026.

Note: there is no requirement for Shareholders to approve the Annual Report

2. Resolutions

Resolution 1 – Non-binding resolution to adopt 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 to adopt the Remuneration Report as set out in the Annual Report for the year ended 30 June 2026."*

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

Resolution 2 – Re-election of Director – Mr Simon Poidevin

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

> *"That Mr Poidevin, being a director of the Company who retires by rotation in accordance with Clause 14.2 of the Company's Constitution, ASX Listing Rule 14.4, and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company."*

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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 **cosec@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 Tuesday, 10 November 2026 will be entitled to attend and vote at the Annual General Meeting.

How to vote

You may vote by attending the AGM 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 AGM 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 Tuesday, 10th November 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.

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 Tuesday, 10th November 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 **cosec@stealthgi.com**.

DATED THIS 12TH OF OCTOBER 2026
BY ORDER OF THE BOARD

Michelle Kennedy
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 Annual 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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Annual Financial Statements and Report

Under the Corporations Act, the directors of the Company must table the Annual Financial Report, the Directors' Report and the Auditor's Report for Stealth for the financial year ended 30 June 2026 (**2026 Annual Report**) at the Meeting. These reports, together with the Declaration of Directors, are set out in the 2026 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2026 Annual Report prior to this Notice of Annual General Meeting.

In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2026 Annual Report is available from the Company's website (**https://stealthgi.com/wp-content/uploads/2026/08/3104477.pdf**).

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the 2026 Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

There is no requirement for Shareholders to approve the 2026 Annual Report.

At the Meeting, Shareholders will be given reasonable opportunity to:

(a) discuss the 2026 Annual Report, which is available online;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the Auditor questions about:

- (i) the conduct of the audit;
- (ii) the preparation and content of the Auditor's Report;
- (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (iv) the independence of the Auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

(a) the preparation and contents of the Auditor's Report;

(b) the conduct of the audit of the 2026 Annual Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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Resolution 1 – Adoption of Remuneration Report

1.1. Background

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out the prescribed information in relation to the remuneration of directors and executives of Stealth and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

Under section 250R (2) of the Corporations Act, the Remuneration Report is required to be submitted for adoption by a resolution of Shareholders at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Under the Corporations Act, 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 who were in office when the Directors' Report was approved, other than the Managing Director, 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.

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 Annual General Meeting.

1.2. Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

The Board acknowledges that the Directors have a personal interest in some aspects of the Remuneration Report.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1 in accordance with the express authorisation on the Proxy Form.

1.3. Voting Exclusion

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

- by or on behalf of a member of Key Management Personnel (details of whose remuneration are included in the Remuneration Report), or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Resolution 1:

- in accordance with a written direction specifying the way the proxy is to vote on the resolution; or
- by the Chair pursuant to an express authorisation to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

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Resolution 2 – Re-election of Director – Mr Simon Poidevin

2.1. Background

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

Clause 14.2 of the Constitution requires that at the annual general meeting, one third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no director except a Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring director is eligible for re-election.

In determining the number of Directors to retire, no account is to be taken of:

(a) a Director who only holds office until the next annual general meeting pursuant to Clause 14.4 of the Constitution; and/or

(b) a Managing Director.

Accordingly, one Director must retire.

In accordance with Clause 14.2 of the Company's Constitution and ASX Listing Rule 14.5, Mr Simon Poidevin retires by rotation and being eligible, offers himself for re-election as a Director.

2.2. Mr Simon Poidevin's experience and background

Mr. Poidevin worked in Global Financial Markets for over 37 years, spending 14 years with Citigroup, culminating in heading the firm's Corporate Equity Broking division in Australia.

Mr. Poidevin was previously Managing Director, Corporate Broking at Bell Potter Securities Limited, a leading Australian full-service broking and financial advisory firm from 2013 to 2020.

Mr. Poidevin represented Australia in Rugby Union from 1980 to 1992, captaining the Wallabies in 1986 and 1987. He was a member of the 1991 Rugby World Cup winning Wallabies, the first Australian Rugby team to win a Rugby World Cup.

2.3. Independence

If re-elected, the Board considers Mr. Poidevin will be an independent Director.

2.4. Recommendation

The Board has reviewed Mr Poidevin's performance since his appointment to the Board and considers that Mr Poidevin's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Poidevin) supports the re-election of Mr Poidevin and unanimously recommends Shareholders vote in favour of the Resolution.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1 in accordance with the express authorisation on the Proxy Form.

Definitions

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$ means an Australian dollar.

Annual General Meeting, AGM or Meeting means the annual general meeting the subject of this Notice.

Annual Report has the same meaning as Financial Report.

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.

Auditor means the Company's auditor from time to time, at the date of the Notice, being BDO Audit Pty Ltd.

Auditor's Report means the auditor's report on the Financial Report.

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.

Directors' Report means the directors' report within the Financial Report.

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

Financial Report means the annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

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.

Managing Director means the Managing Director of the Company.

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

Notice or **Notice of Meeting** means the notice of annual general meeting accompanying this Explanatory Memorandum.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report as contained in the Directors' report section of the Company's annual financial report.

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:
- Hardware and Building Traders Pty Ltd (ACN 076 075 413)
- 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)
- IT Hub Solutions Pty Ltd (ACN 677 158 244)
- C&L Tool Centre Pty Ltd (ACN 104 125 546)
- United Tools Pty Ltd (ACN 011 008 110)
- Stealth Workplace Services Pty Ltd (ACN 096 561 241)
- Trade Counter Direct Pty Ltd (ACN 637 992 253)
- Trade Member Direct Pty Ltd (ACN 167 577 371)
- Tool Shop Direct (Australia) Pty Ltd (631 005 831)

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

STEALTHGROUP
HOLDINGS LTD

Stealth Group Holdings Ltd
ABN 25 615 518 020

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 Tuesday, 10 November 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:

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: 189246

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.

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☐ **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 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 Annual General Meeting of Stealth Group Holdings Ltd to be held at Stealth Group Holdings Ltd, Level 2, 43 Cedric Street, Stirling, WA 6021 on Thursday, 12 November 2026 at 11:00 am (AWST) and at any adjournment or postponement of that meeting.

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

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

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Non-binding resolution to adopt Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Simon Poidevin	☐	☐	☐

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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number	Email Address

For personal use only

SAMPLE ONLY

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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