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SKS TECHNOLOGIES GROUP LIMITED

ACN 004 554 929 | ASX: SKS

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

2026 NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Notice is given that the 2026 Annual General Meeting (AGM or Meeting) of Shareholders of SKS TECHNOLOGIES GROUP LIMITED ACN 004 554 929 (Company) will be held:	
Date of Meeting	**26 November 2026**
Time of Meeting	**11.00 am AEDT**
Place of Meeting	700 Spencer St, West Melbourne VIC 3003

This ***Notice of Meeting and Explanatory Statement*** is an important document and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

In accordance with Part 1.2AA of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Annual General Meeting (**Notice**) unless a shareholder (**Shareholder**) has elected to receive documents in hard copy. Shareholders may, at any time, elect to receive the Notice and other meeting-related documents in hard copy, or request a hard copy of this Notice free of charge, by contacting the Company or the Company's share registry, Computershare Investor Services Pty Limited.

We remind Shareholders that the Company's annual report is only available electronically this year. If you wish to download a copy, please visit www.sks.com.au. Shareholders who have elected to receive a hard copy of the annual report, or who request one, will be sent a copy free of charge.

Should you wish to discuss the matters set out in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on (+61 3) 9289 5000 or via email at **investors@sks.com.au**

SKS TECHNOLOGIES GROUP LIMITED

ACN 004 554 929

2026 NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (**AGM** or **Meeting**) of the Shareholders of **SKS Technologies Group Limited** will be held at 700 Spencer St, West Melbourne VIC 3003 on 26 November 2026, commencing at 11.00 am AEDT.

Shareholders and proxyholders may participate in our AGM in person. Please refer to the Important Voting Information section of this Notice of Meeting for further details.

ORDINARY BUSINESS

1. CONSIDERATION OF REPORTS

To receive and consider the Company's Annual Report comprising the Directors' Report, the Auditor's Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2026.

2. QUESTIONS AND COMMENTS

Shareholders will be given a reasonable opportunity to:

a) ask questions about or comment on the management of the Company; and

b) ask the Auditor's representative questions relevant to the Auditor's audit of the Financial Report.

The Auditor's representative will also be given a reasonable opportunity to answer any written questions submitted to the Auditor before the Meeting in accordance with the Corporations Act.

3. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2026 (as set out in the Directors' Report) is adopted."

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

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Voting restriction pursuant to section 250R(4) of the Corporations Act

In accordance with section 250R of the Corporations Act, a vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (**KMP)** whose remuneration details are included in the Remuneration Report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the KMP, whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member; and
- either:
  - ◊ the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - ◊ the voter is the Chair of the Meeting and the appointment of the Chair as proxy:
    (a) does not specify the way the proxy is to vote on the Resolution; and
    (b) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

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4. RESOLUTION 2 – RE-ELECTION OF PETER JINKS AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"That Mr. Peter Jinks, who retires in accordance with clause 13.3(a) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible and offering himself for re-election, is re-elected as a Director of the Company with effect from the end of the Meeting."

5. RESOLUTION 3 –GRANT OF PERFORMANCE RIGHTS TO CEO MATTHEW JINKS UNDER EMPLOYEE EQUITY INCENTIVE PLAN AND STIP

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of Performance Rights (incorporating the right to acquire Shares in the Company) to the Chief Executive Officer, Mr. Matthew Jinks (or his nominee(s)), on the terms set out as "STIP" in section 4 of the Explanatory Statement and under the Company's Employee Equity Incentive Plan."

Voting Exclusion Statement pursuant to Listing Rule 10.14 – Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Employee Equity Incentive Plan (including Mr. Matthew Jinks); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote in that way;
- the Chair of the Meeting as proxy or attorney for a person entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - ◊ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on Resolution 3; and
  - ◊ the holder votes in accordance with the beneficiary's directions.

Corporations Act Proxy Appointment Restriction – Resolution 3

As Resolution 3 is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 3 by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
  (a) does not specify the way the proxy is to vote on Resolution 3; and
  (b) expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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SPECIAL BUSINESS

RESOLUTION 4 – APPROVAL TO AMEND THE CONSTITUTION (REMOVAL OF REFERENCES TO CHEQUES)

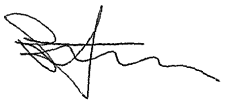
To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be amended with effect from the close of the Meeting by: (a) deleting clause 20.6(a)(i) in its entirety; (b) renumbering existing clauses 20.6(a)(ii) and 20.6(a)(iii) as clauses 20.6(a)(i) and 20.6(a)(ii) respectively; and (c) deleting the reference to "clause 20.6(a)(ii)" in clause 24.1(b) and replacing it with a reference to "clause 20.6(a)(i)", as described in the Explanatory Statement."

GENERAL BUSINESS AND AUTHORITY

In accordance with section 250S(1) of the Corporations Act, Shareholders may ask questions about, or make comments on, the management of the Company and may raise any other business that may lawfully be brought before the Meeting.

By order of the Board



Peter Jinks
Executive Chair
Dated: 20/10/2026

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IMPORTANT MEETING INFORMATION

VOTING ENTITLEMENT

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the directors of the Company have determined that, the purposes of this Meeting, those persons who are registered as the holders of Shares in the Company as at 7pm (AEDT) on Tuesday, 24 November 2026 (**Effective Time**) will be taken to be the holders of shares for the purpose of determining voting entitlements at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

1. HOW TO VOTE

Shareholders entitled to vote at the Annual General Meeting may vote by attending the Annual General Meeting in person, by attorney or proxy or, in the case of corporate shareholders, by a corporate representative.

2. VOTING IN PERSON

The AGM will be held at 700 Spencer St, West Melbourne VIC 3003 on 26 November 2026 at 11.00 am AEDT. The registration desk will be open from 10.30 am. Details of the resolutions to be considered at the AGM are included in this Notice of Meeting.

In accordance with section 250JA of the Corporations Act, voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands. The results of the poll will be determined following the close of the Meeting and lodged with the ASX Markets Announcements Platform.

3. POWER OF ATTORNEY

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00 am (AEDT) on Tuesday, 24 November 2026, being 48 hours before the Meeting.

4. VOTING BY PROXY

a) Shareholders wishing to vote by proxy must complete, sign and deliver the enclosed personalised proxy form or forms, in accordance with the instructions on the form, no later than to 11.00 am AEDT on Tuesday, 24 November 2026 (Proxy Forms received later than this time will be invalid) by one of the following methods:

By post:	Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001; or
By facsimile:	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
Online:	Log on to www.investorvote.com.au
	For Intermediary Online Subscribers only (Custodians) log on at www.intermediaryonline.com.

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b) A Shareholder may direct a proxy on how to vote by marking one of the boxes opposite each item of business. Where a box is not marked, the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item. Please refer to the voting exclusions for each Resolution for the directions that must be given to the proxy in relation to each resolution.

c) If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution, then the proxy need not vote, but if the proxy does so, the proxy must vote that way. Any directed proxies which are not voted will automatically default to the Chair of the meeting, who must vote the proxies as directed.

d) A Shareholder who is entitled to vote at the meeting may appoint:

(i) one proxy if the Shareholder is only entitled to one vote; or

(ii) one or two proxies if the Shareholder is entitled to more than one vote.

e) Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not do so, each proxy may exercise one-half of the votes, and any fraction of votes will be disregarded.

f) A proxy need not be a shareholder of the Company.

g) Signing Instructions for postal forms:

- (**Individual**): Where the holding is in one name, the Shareholder must sign.
- (**Joint Holding**): Where the holding is in more than one name, all of the Shareholders should sign.
- (**Power of Attorney**): If a Shareholder has not already provided the power of attorney to the Company, they should attach a certified copy of the power of attorney to this form when they return it.
- (**Companies**): Where the Company has a sole Director who is also the sole company secretary, that person must sign. Where the Company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole Director can also sign alone.

  Otherwise, a Director jointly with either another Director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

h) To be valid, a proxy form, signed under a power of attorney, must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.

i) A proxy may decide whether to vote on any motion, except where the proxy is required by law, the ASX Listing Rules or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as they think fit.

j) The proxy form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chair as his or her proxy. Shareholders should read those instructions carefully.

k) If a Shareholder requires an additional proxy form, the Company will supply it on request to the Company Secretary.

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IMPORTANT: If a Shareholder appoints the Chair of the Meeting as a proxy, or the Chair becomes that Shareholder's proxy by default, and if the Shareholder does not direct the proxy how to vote on each of the resolutions then by submitting the proxy form the Shareholder will be expressly authorising the Chair to exercise its proxy on the resolutions, even though some of the resolutions are connected, directly or indirectly, with approvals with respect to related parties or key management personnel. The Chair presently intends to vote all undirected proxies (where appropriately authorised) in **favour** of each item.

5. VOTING BY CORPORATE REPRESENTATIVES

Corporate Shareholders wishing to vote by corporate representative should:

a) obtain an 'appointment of corporate representative' form from the Company;

b) complete and sign the form in accordance with the instructions on it; and

c) bring the completed and signed form with them to the Annual General Meeting.

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EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement forms part of the notice convening the Company's Annual General Meeting to be held on Thursday, the 26th of November 2026.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 Background

The Remuneration Report for the financial year ended 30 June 2026 is included in the Directors' Report in the 2026 Annual Report which is available online on the Company's ASX Announcement Platform at www.asx.com.au.

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

2.2 Effect of Shareholder approval

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Meeting, then:

(a) if comments are made on the Remuneration Report at the Meeting, the Company's remuneration report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and

(b) if at the next Annual General Meeting, at least 25% of the votes cast on the Resolution for adoption of that Remuneration Report are against such adoption, the Company will be required to put to Shareholders a Resolution proposing that a General Meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

At the Company's 2025 Annual General Meeting, less than 25% of the votes cast on the resolution to adopt the Company's 2025 Remuneration Report were voted against its adoption. Accordingly, a Spill Resolution is not required to be put to this Meeting.

2.3 Voting Exclusions and Directors' Recommendation

A voting exclusion statement for Resolution 1 is included in the Notice of Annual General Meeting.

What this means for Shareholders: If a Shareholder appoints a member of the Key Management Personnel (such as one of the Directors) as their proxy, they should ensure that they direct them how to vote on Resolution 1. If a Shareholder appoints the Chair of the Annual General Meeting as their proxy, they can direct the Chair how to vote by marking the boxes for Resolution 1 (for example, if the Shareholder wishes to vote for, against or abstain from voting),

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or the Shareholder can choose not to mark any of the boxes for Resolution 1 and give the Chair their express authority to vote their undirected proxy (in which case the Chair will vote in favour of this item of business).

The Chair of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

3. RESOLUTION 2 - RE-ELECTION OF PETER JINKS

3.1 Background

Mr. Peter Jinks retires by rotation in accordance with clause 13.3(a) of the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Under clause 13.3(a) of the Company's Constitution, no Director may hold office for a period in excess of three years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.

Since Mr. Jinks was last elected as a Director at the Company's 2023 AGM, in accordance with clause 13.3(a) of the Constitution and ASX Listing Rule 14.4, Mr. Jinks will retire at this year's Meeting and, being eligible, offers himself for re-election as an Executive Director.

3.2 Qualifications and experience

Mr. Jinks was appointed as a Non-Executive Director and Chairman of the Company in October 2012. He subsequently served as Managing Director until February 2021 and continues as Executive Chairman.

Mr. Jinks has more than 50 years of experience in technical services. He co-founded KLM Group in 1981 and led its transformation into a national provider of integrated technology solutions, with expertise in electrical, data and communications systems and a focus on operational execution.

Mr. Jinks has not held directorships in any other listed companies in the past three years.

3.3 Recommendation

The Directors believe that Mr. Jinks' experience and skills can continue to make a valuable contribution to the Company, and all Directors (with Mr. Peter Jinks abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

This Resolution is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Meeting intends to vote undirected proxies in **favour** of this Resolution.

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4. RESOLUTION 3 - APPROVAL TO GRANT STI PERFORMANCE RIGHTS TO CEO MATTHEW JINKS UNDER EMPLOYEE EQUITY INCENTIVE PLAN

4.1 Background

By Resolution 3, the Board is seeking shareholder approval by ordinary resolution for the grant of STI Performance Rights under the Company's Employee Equity Incentive Plan (the **Plan**) to the Chief Executive Officer, Mr. Matthew Jinks, in accordance with the requirements of ASX Listing Rule 10.14 and for all other purposes.

The Performance Rights the subject of Resolution 3 relate to the performance period commencing on 1 July 2026 and ending on 30 June 2027 (**FY27**).

For the purposes of ASX Listing Rules 10.15.1 and 10.15.2, the Company advises that the Performance Rights are proposed to be granted to Mr. Matthew Jinks (or his nominee(s)), and that Mr. Jinks falls into the category of 'An associate of a person referred to in rule 10.14.1', namely an associate of Mr. Peter Jinks, who is a director of the Company. The definition of 'associate' in Chapter 19 of the ASX Listing Rules provides that "A related party of a natural person is taken to be an associate of the natural person unless the contrary is established." The definition of 'related party' in Chapter 19 of the ASX Listing Rules provides that, in relation to a natural person (such as Mr. Peter Jinks), that person's child is a related party. Mr. Matthew Jinks, as the son of Mr. Peter Jinks, is therefore an associate of Mr. Peter Jinks.

4.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders.

ASX Listing Rule 10.11 also provides that the Company must not issue Equity Securities to a Related Party or an associate of a Related Party without shareholder approval. However, Listing Rule 10.12 (Exception 8) provides that approval under ASX Listing Rule 10.11 is not required for an issue of Equity Securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under ASX Listing Rule 10.14.

Further, ASX Listing Rule 7.2 (Exception 14) provides that where an issue of securities is approved by shareholders for the purposes of ASX Listing Rule 10.11 or ASX Listing Rule 10.14, then it will be excluded from the calculation of the Company's placement capacity under ASX Listing Rule 7.1.

Accordingly, since Resolution 3 is seeking Shareholder approval pursuant to ASX Listing Rule 10.14, the Board is not seeking Shareholder approval for the issue of the Performance Rights under ASX Listing Rule 10.11 (pursuant to Exception 8 in ASX Listing Rule 10.12) or under ASX Listing Rule 7.1 (pursuant to Exception 14 under ASX Listing Rule 7.2).

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4.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a Related Party of a public company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) prior Shareholder approval is obtained to the giving of the financial benefit. In such cases, the financial benefit must be given within 15 months following Shareholder approval.

A 'Related Party' is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company or their spouse, children or parents, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a Related Party, or there are reasonable grounds to believe that a person/entity is likely to become a Related Party of the public company.

A 'financial benefit' for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

Resolution 3 will, if passed, confer financial benefits to Mr. Matthew Jinks (who, as discussed above, is a Related Party of the Company). The Performance Rights are proposed to be issued as part of the remuneration package for Mr. Jinks.

The Board has considered the Performance Rights issues. Taking into account the circumstances of the Company, the circumstances of the Directors, and the remuneration practices of other similar entities, the Board considers that the financial benefits provided to Mr. Matthew Jinks by way of the issue of the Performance Rights constitute reasonable remuneration for the reasons set out below:

a) the grant of the Performance Rights to Mr. Matthew Jinks is a means of retaining a person of the calibre and skills and experience of Mr. Matthew Jinks, and aligns the interests of Mr. Matthew Jinks with those of Shareholders;

b) the issue of the Performance Rights is a reasonable and appropriate method to provide cost-effective remuneration, as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if cash remuneration were given to Mr. Matthew Jinks; and

c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed.

Accordingly, the Company considers that it can rely on the 'reasonable remuneration' exception under Chapter 2E of the Corporations Act. As such, approval under Chapter 2E of the Corporations Act is not being sought.

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4.4 Effect of Resolution 3

Subject to shareholder approval, the Performance Rights will be granted upon reaching performance hurdles. If shareholder approval is not provided, the Board will provide Mr. Matthew Jinks with his STIP in cash, subject to the terms outlined below.

4.5 Information required under Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights.

CEO Remuneration Package

For the purposes of Listing Rule 10.15.4, Mr. Jinks' current total fixed annual remuneration (FAR) package is as follows:

Remuneration component	Amount
Base Remuneration	$700,530
Car allowance	$20,000
Superannuation	$32,500
FAR Total	**$753,030**

The CEO's total remuneration package includes eligibility to participate in the following STIP and LTIP, which is designed to align the interests of the Company and the CEO.

Fixed Annual Remuneration (FAR)	STIP	LTIP
$753,030	**75%** of FAR ($564,773) Annual bonus via cash or equity, by agreement – reviewed annually.	**75%** of FAR ($564,773) Equity-based incentive with rolling annual grants and a 3-year cliff vesting period and post-vesting holding lock for 2 years.

Shareholders are referred to the Remuneration Report for further details of Mr. Jinks' remuneration arrangements.

It is noted that Mr. Jinks is the son of Mr. Peter Jinks (who is a director of the Company) and therefore a Related Party under ASX Listing Rule 10.11.1, and the granting of Performance Rights is intended to incentivise Mr. Matthew Jinks.

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STI Performance Rights

Mr. Jinks is eligible to receive Performance Rights under the Plan, potentially vesting after the performance period (i.e. the preceding financial year) has ended. Any Performance Rights that do not vest as a result of the performance of the Company during the performance period, will lapse and will not be retested. The Performance Rights will be issued to Mr Jinks for no consideration but, when vested, will entitle Mr Jinks to the equivalent number of Shares under the Company's Employee Equity Incentive Plan on the terms set out below and in Annexure A.

For the purposes of ASX Listing Rule 10.15.3, the number of Performance Rights to be granted to Mr. Jinks in respect of the performance period from 1 July 2026 to 30 June 2027 will be determined after the end of that period using the following formula:

$$Number\ of\ STI\ Performance\ Rights = (A \times 75\%)/B$$

Where:

A = Mr. Jinks' FAR package at the end of the relevant financial year

B = the volume weighted average price of shares in the Company calculated over the 30 trading days prior to 31 August in the succeeding financial year following the performance period.

For example, assuming that the closing share price of $10.36 (being the closing price as at 28 September 2026) represented the volume weighted average price of shares in the Company calculated over the 30 trading days prior to 31 August 2027, if Mr. Jinks met the relevant performance hurdles for FY2027, Mr. Jinks would be eligible to be granted 54,514 Performance Rights issued under the Plan.

For the purposes of Listing Rules 10.15.6 and 10.15.9, the Company advises that all Performance Rights the subject of Resolution 3 are granted on the following material terms:

- The total number of Shares for which Mr. Matthew Jinks will be eligible under the Company's Employee Equity Incentive Plan will be calculated as set out above in this section 4.5;
- The eligibility of Mr. Jinks will be determined by reference to the achievement of certain Key Performance Indicators, which are agreed between Mr. Jinks and the Directors (excluding Mr. Peter Jinks) before the commencement of each financial year and which relate to the achievement of financial and strategic goals for the business of the Company. The exact terms of these Key Performance Indicators are confidential as they contain information that could be construed as a form of implicit guidance if it were to be disclosed. In summary, the Key Performance Indicators are a series of 'stretch targets' comprising the following:
    - 10% of the STIP relates to safety outcomes for the workforce of the Company;
    - 30% relates to the achievement of strategic objectives;
    - 10% relates to leadership and people development; and
    - 50% relates to achievement of financial performance targets

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The Board has sought independent advice and determined, on the basis of that advice, that the level of STI is consistent with current market practice.

For the purposes of ASX Listing Rule 10.15.5, the Company advises that the number of securities that have previously been issued to Mr. Matthew Jinks under the Company's Employee Equity Incentive Plan and the average price paid for those securities are as follows:

Date	Security	No. of Securities	Average Price Paid per Security	Note
Jun-22	Options	500,000	$0.0000	**A**
Jul-22	FPO Shares on exercise of Options	500,000	$0.2500	**A**
Sep-22	Shares	608,695	$0.1725	**A**
Sep-23	Shares	166,881	$0.1558	**A**
Mar-24	Options	500,000	$0.0000	**B**
Jun-24	Options	1,500,000	$0.0000	**B**
Jun-24	FPO Shares on exercise of Options	2,000,000	$0.4250	**B**
Sep-24	Shares	93,326	$1.3501	**A**
Dec-24	Options	2,500,000	$0.0000	**C**
Mar-25	FPO Shares on exercise of Options	1,000,000	$2.1250	**C**
Sep-25	FPO Shares on exercise of Options	1,500,000	$2.7500	**C**
Dec-25	Performance Rights	244,736	$0.0000	**D**
Jul-26	Performance Rights	51,667	$0.0000	**D**

A: The Company issued Shares and Options to Mr. Matthew Jinks under the Company's Employee Equity Incentive Scheme, which was approved by Shareholders for the purposes of Listing Rule 7.2 (Exception 13) at the 2020 AGM.

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B: Following Shareholder approval at the Company's 2023 Annual General Meeting, the Company granted Options to Mr. Matthew Jinks in March 2024 and June 2024. All of these Options were exercised and converted into fully paid Shares in June 2024.

C: Following shareholder approval at the Company's 2024 Annual General Meeting, the Company granted Options to Mr. Matthew Jinks in December 2024. These Options were subsequently exercised and converted into fully paid Shares in March 2025 and September 2025.

D: Following Shareholder approval at the Company's 2025 Annual General Meeting (Resolutions 3 and 4), the Company granted Performance Rights to Mr. Matthew Jinks in December 2025 and July 2026. These performance rights relate to the FY26 LTIP and FY27 LTIP respectively.

For the purposes of Listing Rule 10.15.7, if Resolution 3 is approved, the Company will issue the STI Performance Rights the subject of Resolution 3 after the end of the FY27 performance period, once the Board has assessed Mr. Jinks' performance against his Key Performance Indicators and the number of STI Performance Rights has been determined in accordance with the formula in this section 4.5 (expected to be in or around September 2027), and in any case no later than 3 years after the date of the Meeting (or such later date as permitted by ASX).

For the purposes of ASX Listing Rule 10.15.10, if Mr Jinks exercises Performance Rights, this will result in an equivalent number of Ordinary Shares being issued to him or his nominee under the Employee Equity Incentive Plan, the major terms of which are set out in Annexure A. All Ordinary Shares issued under the Company's Employee Equity Incentive Plan related to the STI will be financed through a loan from the Company. The loan provided to Mr Jinks will be for the principal amount equal to the value of the Shares. For example, as set out in section 4.5, the loan amount would be $564,773. The material terms of the Loan are set out in Annexure B.

Long Term Incentive Plan

The long term incentive arrangements for Mr Jinks (as set out above) were approved at the Company's 2025 Annual Meeting for the ensuing three years. No further approval is required or sought at the 2026 Annual Meeting in respect of Mr Jinks' long term incentive arrangements.

Employee Equity Incentive Plan

The material terms of the Employee Equity Incentive Plan are set out in Annexure A.

Details of any securities issued under the Employee Equity Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, together with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14.

Mr. Jinks is currently the only related party eligible under the Plan rules to be granted Performance Rights. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Employee Equity Incentive Plan after Resolution 3 is approved, and who are not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

A voting exclusion statement is set out above in the Notice of Meeting.

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4.6 Directors' Recommendations

All of the Directors unanimously recommend, for the reasons given above, that Shareholders vote **in favour** of Resolution 3.

Resolution 3 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Meeting intends to vote undirected proxies in **favour** of this Resolution.

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5. RESOLUTION 4 – APPROVAL TO AMEND THE CONSTITUTION (REMOVAL OF REFERENCES TO CHEQUES)

5.1 Background

Resolution 4 seeks Shareholder approval, by special resolution, to amend the Constitution to remove the reference to payment by cheque. Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution, or a provision of its constitution, by special resolution of its shareholders. Clause 20.6(a) of the Constitution currently provides that any Dividend, interest or other money payable in cash in respect of Shares may be paid, at the Directors' discretion and at the sole risk of the intended recipient:

- by cheque sent through the post to the address of the Member shown in the Register (or to any other address the Member directs in writing);
- by electronic funds transfer to an account with a bank or other financial institution nominated in writing by the Member and acceptable to the Company; or
- by any other means determined by the Directors.

Under the Australian Government's Cheques Transition Plan, financial institutions will cease issuing cheques from 30 June 2028 and cease accepting cheques from 30 September 2029, when the cheque system will close. Consistent with this, the Board proposes to remove the express reference to payment by cheque from the Constitution. Payments may continue to be made by electronic funds transfer or by any other means determined by the Directors.

If Resolution 4 is passed, the Constitution will be amended with effect from the close of the Meeting as follows:

- clause 20.6(a)(i) (payment by cheque sent through the post) will be deleted;
- existing clauses 20.6(a)(ii) (electronic funds transfer) and 20.6(a)(iii) (any other means determined by the Directors) will be renumbered as clauses 20.6(a)(i) and 20.6(a)(ii) respectively; and
- the cross-reference in clause 24.1(b) (joint holders' nomination of a single account for payment by electronic funds transfer) will be updated from "clause 20.6(a)(ii)" to "clause 20.6(a)(i)" to reflect that renumbering.

No other changes are proposed to the Constitution. A copy of the Constitution marked up to show the proposed amendments is available free of charge by contacting the Company Secretary and will be available for inspection at the Meeting.

If Resolution 4 is not passed, the Constitution will remain in its current form.

5.2 Directors' Recommendation

All of the Directors unanimously recommend that Shareholders vote **in favour** of Resolution 5.

This Resolution is a special resolution and so requires the approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

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

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6. GLOSSARY

The following words and expressions used in the Notice of Meeting and Explanatory Statement have the following meanings unless the context requires otherwise:

Term	Meaning
Annual General Meeting, **AGM** or **Meeting**	the Annual General Meeting of the Company to be held on 26 November 2026 at 11.00 am AEDT.
Annual Report	the Company's annual report for the financial year ended 30 June 2026.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the market operated by it, as the context requires.
Board	the board of Directors of the Company.
Business Day	a day (not being a Saturday, Sunday or public holiday) on which Australian banks (as defined in Section 9 of the Corporations Act) are open for general banking business in Melbourne, Victoria.
Chair	the chair of the Meeting.
Closely Related Party	has the meaning given to that term in section 9 of the Corporations Act.
Company or SKS	SKS Technologies Group Limited ACN 004 554 929.
Company Secretary	the company secretary of SKS.
Constitution	the constitution of the Company.
Corporations Act	*Corporations Act 2001* (Cth).
Director	a director of the Company.
Explanatory Statement	the explanatory statement accompanying the Notice.
Employee Equity Incentive Plan or Plan	the employee equity incentive plan adopted by the Company, a summary of which is in Annexure A.
FAR	fixed annual remuneration.
FY	a financial year and, where a particular year is specified means the financial year ending on 30 June in the specified year.

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Term	Meaning
Key Management Personnel or KMP	has the meaning given to that term in the accounting standards and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director.
Listing Rules	the official listing rules of the ASX.
Notice of Meeting or Notice	this Notice of Annual General Meeting and accompanying Explanatory Statement.
Performance Right	a right to acquire a Share, subject to the satisfaction of applicable vesting conditions, granted under the Employee Equity Incentive Plan.
Remuneration Report	the remuneration report of the Company for the year ended 30 June 2026 contained in the Directors' Report.
Resolution	a resolution set out in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of Shares.
STIP	the Company's short-term incentive plan.
Special Resolution	means a resolution that must be passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.
Trading Day	has the meaning given to that term in the Listing Rules.

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ANNEXURE A – KEY TERMS OF EMPLOYEE EQUITY INCENTIVE PLAN

The key terms of the Employee Equity Incentive Plan (**Plan**) are as follows:

Administration of Plan	The Plan will be administered by the Board, or a committee of the Board.
Eligibility	Participants in the Plan may be an employee (full or part time), an officer, a contractor or executive director of the Company and any related body corporate of the Company and who is declared by the Board to be eligible to receive grants of awards under the Plan (**Participant**).
Issue of Awards	The Company may offer or issue: i) Shares ii) Options; iii) Performance Rights; or iv) Exempt Share Awards (**Awards**) to Participants on the basis of vesting conditions specified in an offer that may be issued to Participants from time to time.
Offer	The Company may, from time to time, in its absolute discretion, make a written offer to any Participant to apply for Awards, upon the terms set out in the Plan and upon such additional terms and conditions as the Company determines (**Offer**). The Offer will specify: i) the name and address of the Participant to whom the Offer is made; ii) the type of Awards being offered; iii) the number of Awards being offered; iv) any vesting conditions for the Awards; v) the issue price and/or exercise price for the Awards, or the manner in which the issue price and/or exercise price is to be determined including a cashless option exercise process; vi) any financial assistance that is offered in connection with the Awards; vii) the expiry date (if any); viii) any restriction period; ix) any other terms or conditions that the Board decides to include; and x) any other matters required to be specified in the Offer by either the Corporations Act or the ASX Listing Rules.

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Suspension, termination and amendment of the Plan	The Plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the ASX Listing Rules.
Allotment of Shares on exercise or vesting of Awards	The Company will apply for any shares to be issued under the Plan to be credited as fully paid and admitted to trading on the ASX upon issue of the shares. Quotation on the ASX will be subject to the ASX Listing Rules and any trading restrictions applying to the shares. Subject to any restrictions imposed under the Plan, shares allotted will rank equally with all other issued shares from the issue date.

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ANNEXURE B – TERMS OF LOAN

The relevant terms of loans made pursuant to the Plan are as follows:

Advance	A loan may be made in relation to the exercise of an Option or the granting of shares pursuant to an award of Performance Rights and the entire amount of the loan will be applied to the exercise price of the Option or the acquisition price of shares issued pursuant to Performance Rights.
Interest	A loan will not bear interest
Repayment Date	(a) the date 20 Business Days after the relevant employee ceases to be employed by the Company; (b) despite paragraph (a), immediately, on dismissal; (c) upon a default under the loan.
Compulsory Repayment	Prior to the repayment date: • A Participant in the Plan who receives a loan must apply any proceeds from the sale of shares acquired with that loan toward repayment of the loan or reduction of the loan principal. • A Participant's obligation to repay the loan amount is limited to the lesser of the loan principal or the amount received for the loan-funded shares.
Voluntary Repayment	A Participant may voluntarily repay all or part of a loan prior to the Repayment Date.
Repayment on Repayment Date	• A Participant must repay their Loan(s) on the relevant Repayment Date; • A Participant's obligation to repay the loan amount is limited to payment of the lesser of the loan amount or the amount for which the Participant's shares are bought back by the Company; • The Participant's obligation to repay the loan amount is satisfied if the Participant's shares are either bought back by the Company or • transferred to the Company (or its nominee)
Security	As security for the loan, Participants grant to the Company: • A security interest over shares provided under the Plan; and • A security interest over all dividends and other amounts payable under those shares

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SKS TECHNOLOGIES GROUP LIMITED
ABN 24 004 554 929

Need assistance?

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

Online:
www.investorcentre.com/contact

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

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SKS Technologies Group Limited Annual General Meeting

The SKS Technologies Group Limited Annual General Meeting will be held on Thursday, 26 November 2026 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Tuesday, 24 November 2026.

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
700 Spencer Street, West Melbourne, VIC 3003

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.

SKS TECHNOLOGIES GROUP LIMITED
ABN 24 004 554 929

SKS

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 **11:00am (AEDT) on Tuesday, 24 November 2026.**

Proxy Form

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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: I9999999999
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.

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 N D

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 SKS Technologies Group Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of SKS Technologies Group Limited to be held at 700 Spencer Street, West Melbourne, VIC 3003 on Thursday, 26 November 2026 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 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	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Peter Jinks as a Director	☐	☐	☐
Resolution 3	Grant of Performance Rights to CEO Matthew Jinks under Employee Equity Incentive Plan and STIP	☐	☐	☐
Resolution 4	Approval to amend the Constitution (Removal of reference to cheques)	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	**Securityholder 2**	**Securityholder 3**	
			/ /
Sole Director & Sole Company Secretary	**Director**	**Director/Company Secretary**	**Date**

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

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

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SKS TECHNOLOGIES GROUP LIMITED
ABN 24 004 554 929

SKSRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

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Dear Securityholder,

We have been trying to contact you in connection with your securityholding in SKS Technologies Group Limited. Unfortunately, our correspondence has been returned to us marked “Unknown at the current address”. For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors’ report and auditor’s report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

> Securityholder Reference Number (SRN);
> ASX trading code;
> Name of company in which security is held;
> Old address; and
> New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

SKS Technologies Group Limited