

SUPPLEMENT TO NOTICE OF 2024 ANNUAL GENERAL MEETING

EMECO HOLDINGS LIMITED (ACN 112 188 815)

Reference is made to the Notice of Annual General Meeting of Emeco Holdings Limited (**Company** or **Emeco**) dated 21 October 2024 (**Notice of Meeting**) for the meeting to be held at 9.30am (AWST/Perth time) on Wednesday, 20 November 2024 in the Kitson Room at Rendezvous Hotel, 148 The Esplanade, Scarborough, Western Australia.

The information contained in this document is supplemental to, and forms part of, the Notice of Meeting. Apart from the updates contained within this supplement, all Resolutions and the Explanatory Notes remain unchanged.

Capitalised terms in this supplement have the same meaning as given in the Notice of Meeting except as otherwise defined.

Replacement proxy form

Annexed to this supplement to the Notice of Meeting is a replacement proxy form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Annual General Meeting, Shareholders are advised that:

- if you have already completed and returned the Proxy Form annexed with the Notice of Meeting (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 5 or cast votes for the additional resolution, you must complete and return the Replacement Proxy Form to vote on all resolutions.
- if you have already completed and returned the Original Proxy Form and you do not wish to change your original vote for the Resolutions in the Notice of Meeting or vote on the additional resolution, you do not need to take any action as the earlier submitted Original Proxy Form will be accepted by the Company unless you submit the Replacement Proxy Form. For clarity, if you do not lodge the Replacement Proxy Form, you will not have issued an instruction of the additional resolution.
- if you have not yet completed and returned the Original Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting as supplemented by this supplement, please complete and return the Replacement Proxy Form.

All Original Proxy Forms and Replacement Proxy Forms must be received by Link Market Services, in the manner set out in the Notice of Meeting, by no later than 9:30am (AWST/Perth time) on Monday, 18 November 2024, that is, at least 48 hours before the commencement of the Annual General Meeting.

SUPPLEMENTARY BUSINESS

The following additional resolution is included in the Agenda for the Notice of Meeting:

6. Re-election of Mr Peter Frank

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

“That Mr Peter Frank, who retires as a Director by rotation, and being eligible, is elected as a Director.”

EXPLANATORY NOTES

These explanatory notes form part of the Notice of Meeting and provide additional information on the matters to be considered at the meeting.

Resolution 6 Re-election of Mr Peter Frank

The Board (with Mr Peter Frank abstaining) recommends Shareholders vote FOR Resolution 6.

The Chair intends to vote all available proxies FOR Resolution 6.

Mr Peter Frank, who has held office without re-election since 17 November 2022 and being eligible, retires by rotation and seeks re-election.

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

Information on Mr Franks' experience

Appointment: Mr Frank was appointed as a Non-Executive Director on 1 April 2017 and was re-elected in the same office at the 2019 and 2022 annual general meetings. Mr Frank has been the Interim Chair of the Board and a member of the Remuneration and Nomination Committee since 31 May 2024.

Skills and experience: Peter retired as Senior Managing Director at Black Diamond Capital Management in December 2021 after 13 years of service, however, continues in an advisory capacity. Prior to joining Black Diamond, Peter was President of GSC Group, a SEC-registered investment advisor, where he worked since 2001. From 2005 until 2008, he served as the Senior Operating Executive for GSC's private equity funds. Prior to 2001, Peter was the CEO of Ten Hoeve Bros Inc. and was an investment banker at Goldman Sachs & Co. Peter has also served as chairman of the board of Kolmar Labs Group Inc., Scovill Inc. and Worldtex Inc. and was previously a director of IAP Worldwide Services Inc., Grede Holdings LLC, Color Spot Holdings Inc. and Viasystems Group Inc.. Peter graduated from the University of Michigan with a BSEE degree and earned an MBA from the Harvard Business School.

Current appointments:

- Director of Specialty Chemicals International Limited.
- Director of Harvey Gulf International Marine LLC.
- Director of North Metro Harness Initiative LLC.
- Director of Bakelite UK Topco Ltd.

Since his appointment in 2017, Mr Frank has been instrumental in creating and maintaining a solid working relationship with the Company's largest Shareholder. The Board considers that Mr Frank brings a wealth of experience to the Board, including across related industries, benefitting the Company, management and the Shareholders as a whole.

If this Resolution is not passed, Mr Frank will not continue in his role as a director of the Company.

How the Chair will vote undirected proxies

The Chair will vote all undirected proxies in favour of Resolution 6.

If you wish, you can appoint the Chair as your proxy and direct the Chair to cast your votes contrary to the above stated voting intention or to abstain from voting on any Resolution. Simply mark your voting directions on the proxy form before you return it.

There is no voting exclusion statement or voting restriction for Resolution 6.

If you have any questions about submitting your proxy votes, please contact Link Market Services by email at vote@linkmarketservices.com.au or by telephone on +61 1300 554 474.



Penelope Young
Company Secretary
EMECO HOLDINGS LIMITED

1 November 2024

emecogroup.com

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Osborne Park WA 6017
Australia


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E corporate@emecogroup.com


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Emeco Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: +61 1800 689 300 (free call within Australia)



X99999999999

PROXY FORM

I/We being a member(s) of Emeco Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

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 you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am (AWST/Perth time) on Wednesday, 20 November 2024 at Kitson Room, Rendezvous Hotel, 148 The Esplanade, Scarborough, Western Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 2, 3, 4 & 5: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 2, 3, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1 to 4 & 6 and against Resolution 5.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

- 1 Adoption of the Remuneration Report
- 2 Approval of the issue of Rights under the FY22 Emeco Long Term Incentive Plan to Mr Ian Testrow, Managing Director and Chief Executive Officer
- 3 Approval of the issue of Rights under the FY23 Emeco Long Term Incentive Plan to Mr Ian Testrow Managing Director and Chief Executive Officer
- 4 Approval of the issue of Rights under the FY27 Emeco CEO Long Term Incentive Plan to Mr Ian Testrow Managing Director and Chief Executive Officer


Board Recommendation	For	Against	Abstain*
FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 5 **Conditional Spill Resolution**
This Resolution will only be put to the meeting if at least 25% of the votes validly cast on Resolution 1 are cast against that Resolution.

AGAINST

- 6 Re-election of Mr Peter Frank

FOR

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (AWST/Perth time) on Monday, 18 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.


Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

 <https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MOBILE DEVICE


 Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

 Emeco Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

 +61 2 9287 0309

BY HAND

 delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
*during business hours Monday to Friday (9:00am - 5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.

ONLINE

 www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**