



Engineering Success

Shareholder Correspondence

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CIVMEC LIMITED

(formerly being named Civmec Australia Limited)

ACN 672 407 171

(Incorporated in Australia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Civmec Limited (ACN 672 407 171) (formerly being named Civmec Australia Limited) ("**Company**") will be held at 10:30am (AWST/Singapore time) on 30 October 2024 at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558.

The Company has taken steps to ensure that all shareholders can participate in the AGM. The Board has therefore determined that access to the AGM will also be available virtually to allow shareholders to attend online using virtual meeting technology.

Shareholders do not need to attend the AGM physically in order to cast their votes or participate in the AGM. The Company encourages all shareholders unable to attend in person but who wish to vote to do so by:

- (a) participating in the virtual AGM and casting a vote online; or
- (b) appointing the Chair as their proxy by completing and returning the Proxy Form (including, where desired, directing the Chair how to vote on a Resolution).

Instructions on how to attend the AGM online are set out in paragraph (c) of the notes section on page 11 of this Notice of AGM.

AGENDA

AS ORDINARY BUSINESS:

1. **Receive and consider Audited Financial Statements**

To receive and consider the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Directors' Report and Independent Auditors' Report thereon.

[See Explanatory Note (a)]

2. **Remuneration Report**

To consider and adopt the Remuneration Report, contained in the Directors' Report for the financial year ending 30 June 2024.

[See Explanatory Note (b)]

Voting Exclusion: Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- (a) by or on behalf of any KMP¹ member whose remuneration details are included in the Remuneration Report, or any of their

*Non-binding
Ordinary
Resolution 1*

¹ The KMP (or key management personnel) are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The KMP for the Company during the financial year ended 30 June 2024 are listed in the Remuneration Report.

closely related parties², regardless of the capacity in which the votes are cast; or

- (b) by any person who is a KMP member as at the time the resolution is voted on at the AGM, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- (c) in accordance with a direction in the proxy appointment; or
- (d) by the Chair of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

3. Appoint joint auditors

*Ordinary
Resolution 2*

To appoint Moore Australia Audit (WA) and Moore Stephens LLP as the joint auditors of the Company and to authorise the Directors to fix their remuneration.

[See Explanatory Note (c)]

"For the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, Moore Australia Audit (WA) and Moore Stephens LLP, each having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as joint auditors of the Company, effective immediately."

4. Appoint and re-elect directors

To appoint and re-elect the following Directors pursuant to Rule 53 of the Company's Constitution and for the purposes of ASX Listing Rule 14.5:

- (a) *Mr James Finbarr Fitzgerald*

*Ordinary
Resolution 3*

[See Explanatory Notes (e) and (f)]

- (b) *Mr Patrick John Tallon*

*Ordinary
Resolution 4*

[See Explanatory Notes (e) and (f)]

- (c) *Mr Kevin James Deery*

*Ordinary
Resolution 5*

[See Explanatory Notes (e) and (f)]

- (d) *Mr Ambrose Law*

*Ordinary
Resolution 6*

[See Explanatory Notes (e), (f) and (g)]

- (e) *Ms Ong Beng Hong*

*Ordinary
Resolution 7*

[See Explanatory Notes (e), (f) and (h)]

*Ordinary
Resolution 8*

² A closely related party of a KMP member means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- 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 dealings with the entity; or
- a company the member controls.

(f) Mr Gary Gray

[See Explanatory Notes (e), (f) and (i)]

5. **Approve fees of non-executive directors**

Ordinary
Resolution 9

For the purposes of ASX Listing Rule 10.17, to approve the increase in payment of non-executive Directors' fees of S\$32,000 (i.e. aggregate of S\$400,000) for the financial year ending 30 June 2025, to be paid quarterly in arrears. (FY2024: S\$368,000). This increase will allow the Board to consider appointing an additional Independent Director to the board during the financial year in order to have a majority of Independent Directors on the Board.

[See Explanatory Note (j)]

Voting Exclusion: In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out by or on behalf of a Director or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

6. **Authority to allot and issue shares**

Ordinary
Resolution 10

THAT pursuant to the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), and subject to the Company's compliance with the requirements of the ASX Listing Rules, authority be and is hereby given for the Directors of the Company ("**Directors**") at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while the Resolution was in force, provided always that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the Company's total number of issued shares (excluding subsidiary holdings) in the capital of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding subsidiary holdings) in the capital of the Company, and for the purpose of this Resolution, the total number of issued shares (excluding subsidiary holdings) in the capital of the Company shall be the Company's total number of issued shares (excluding subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities, or
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, and
 - (iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;Adjustments in accordance with (i) or (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.
- (b) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (k)]

7. **Proposed Grant of Performance Rights to Kevin James Deery, a Director of the Company, under the 2024 Civmec Key Senior Executives Performance Rights Plan**

*Ordinary
Resolution 11*

For the purposes of ASX Listing Rule 10.14, and for all other purposes:

- (a) approval be given for the grant of Performance Rights covering 334,000 fully-paid Shares to Kevin James Deery upon such terms to be determined by the Remuneration Committee, in accordance with the rules of the 2024 Civmec Key Senior Executives Performance Rights Plan ("**2024 Civmec PRP**"); and

- (b) to approve the Directors to be authorised to allot and issue from time to time such number of fully-paid Shares as may be required to be delivered pursuant to the vesting of such Performance Rights under the 2024 Civmec PRP.

[See Explanatory Note (I)]

Voting Exclusion: In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
 - (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
8. To transact any other business which may properly be transacted at an annual general meeting.

BY ORDER OF THE BOARD

James Finbarr Fitzgerald
Executive Chairman
30 September 2024

Explanatory Notes:

- (a) The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the Audited Financial Statements of the Company for the most recent financial year (namely the period ended 30 June 2024) be laid before the AGM. While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on them and the accompanying reports.

On 27 October 2023, Civmec Singapore Limited (ARBN 604 316 690) (formerly being named Civmec Limited) as a Singapore incorporated company (**Civmec Singapore**) announced its proposal to change the domiciliation of the head company of the Civmec group from Singapore to Australia by way of a scheme of arrangement between Civmec Singapore, its shareholders and the Company pursuant to section 210 of the Singapore Companies Act (**Scheme**). The Scheme was implemented on 10 September 2024.

Under the Scheme, the Company became the new ASX and SGX listed parent entity of the Civmec group whereby the Company acquired all of the outstanding share capital of Civmec Singapore and in exchange, Civmec Singapore shareholders received one (1) Share of the Company for each Civmec Singapore Share transferred to the Company under the Scheme.

The Audited Financial Statements of the Company for the financial year ended 30 June 2024, together with the Directors' Report and Independent Auditors' Report thereon, are included as Annexure A of this Notice of AGM. However, these financial statements do not accurately reflect the financial position of the Civmec group. Accordingly, the Directors want to advise shareholders to consider the Audited Consolidated Financial Statements of Civmec Singapore for the financial year ending 30 June 2024, which are available on the Company's website at the URL <https://www.civmec.com.au/investors/annual-reports/>, to see the financial position of the Civmec group.

The Company's joint auditors, Moore Australia Audit (WA) and Moore Stephens LLP, will be present at the AGM and shareholders and proxyholders will have an opportunity to ask them questions in relation to the conduct of the audit of the Company, the Independent Auditors' Report and the independence of the auditors.

- (b) In relation to Ordinary Resolution No. 1, the Remuneration Report, contained in the Directors' Report for the financial year ending 30 June 2024, is required to be considered by shareholders in accordance with section 250R of the Corporations Act.

Shareholders will be given the opportunity to ask questions and make comments on the Remuneration Report. Ordinary shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company.

- (c) In relation to Ordinary Resolution No. 2, on 24 November 2023, pursuant to section 327A(1) of the Corporations Act, Moore Australia Audit (WA) and Moore Stephens LLP were appointed as joint auditors of the Company.

Under section 327A(2) of the Corporations Act, an auditor who has been appointed under section 327A(1) of the Corporations Act only holds office until the company's next annual general meeting.

This is the Company's first annual general meeting. Accordingly, the Company is required to appoint an auditor at this AGM (as it its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Moore Australia Audit (WA) and Moore Stephens LLP to be appointed as the joint auditors of the Company. A copy of the notice of nomination is set out in Annexure B of this Notice of AGM.

- (d) Moore Australia Audit (WA) and Moore Stephens LLP have provided the Company their written consents to act, subject to shareholder approval being obtained, as the Company's joint auditors in accordance with section 328A(1) of the Corporations Act. Accordingly, under this Resolution, shareholder approval is being sought to appoint Moore Australia Audit (WA) and Moore Stephens LLP as the joint auditors of the Company. For more information on the proposed appointment of Moore Australia Audit (WA) and Moore Stephens LLP as the joint auditors of the Company, please refer to Annexure C of this Notice of AGM.

- (e) In relation to each of Resolutions No. 3 to 8, each of Mr James Finbarr Fitzgerald, Mr Patrick John Tallon, Mr Kevin James Deery, Mr Chong Teck Sin, Mr Wong Fook Choy Sunny and Mr Douglas Owen Chester were appointed by the Board to the Board upon implementation of the Scheme to fill a casual vacancy. This was in accordance with the Scheme implementation agreement. Under SGX listing rule 210(5)(d)(iv), Mr Chong Teck Sin, Mr Wong Fook Choy Sunny and Mr Douglas Owen Chester are not considered Independent Directors
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following this AGM and are not seeking re-election. Mr Ambrose Law, Ms Ong Beng Hong and Mr Gary Gray have given the requisite notice under Rule 53(c) of the Constitution of their intention to submit for election.

- (f) Each of Ordinary Resolutions No. 3 to 8 are also included for the purpose of ASX Listing Rule 14.5, provides that an entity which has directors must hold an election of at least one director at each annual general meeting.
- (g) Mr Ambrose Law, will, upon election as Director of the Company, be appointed Chairman of Audit Committee and Risks and Conflicts Committee and a member of Nominating and Remuneration Committees. Mr Law will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Mr Law can be found on the section "Board of Directors" of the Annual Report 2024.
- (h) Ms Ong Beng Hong, will, upon election as Director of the Company, be appointed as Chairman of Remuneration Committee and a member of Audit, Risks and Conflicts and Nominating Committees. Ms Ong will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Ms Ong can be found on the section "Board of Directors" of the Annual Report 2024.
- (i) Mr Gary Gray, will, upon re-election as Director of the Company, be appointed as Chairman of Nominating Committee and a member of Audit, Risks and Conflicts and Remuneration Committees. Mr Gray will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Mr Gray can be found on the section "Board of Directors" of the Annual Report 2024.
- (j) Ordinary Resolution No. 9 seeks shareholder approval for the purposes of ASX Listing Rule 10.17 to increase the total aggregate amount of fees payable to non-executive Directors to S\$400,000. This increase will allow The Board to consider appointing an additional Independent Director to the board during the financial year in order to have a majority of Independent Directors on the Board.

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under the ASX Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

If Ordinary Resolution No.9 is passed, the maximum aggregate amount of fees payable to the non-executive Directors will increase by S\$32,000 to S\$400,000. The increase to the maximum aggregate amount of fees payable may enable the Company to:

- (i) increase the number of Independent directors on the Board to allow for Board renewal;
- (ii) fairly remunerate both existing and any new non-executive directors joining the Board;
- (iii) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (iv) have the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

If Ordinary Resolution No.9 is not passed, the maximum aggregate amount of fees payable to non-executive directors will remain at S\$368,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

In the past three years, the Company has not issued any securities to non-executive Directors pursuant to ASX Listing Rules 10.11 and 10.14.

- (k) Ordinary Resolution No. 10, if passed, will (unless revoked or varied by the Company at a general meeting) empower the Directors of the Company from the date of the passing of Ordinary Resolution No. 10 to the date of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding

subsidiary holdings) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding subsidiary holdings) in the capital of the Company for issues other than on a pro-rata basis to shareholders.

Upon the passing of Ordinary Resolution No. 10, pursuant to rule 806 of the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX Listing Rules**"), approval by an issuer's shareholders under SGX Listing Rule 805(1) is not required as the shareholders had, by ordinary resolution in a general meeting, given a general mandate to the directors of the issuer to issue shares or convertible securities.

However, any issue of securities pursuant to Ordinary Resolution No. 10 will be made subject to the Company's compliance with ASX Listing Rule requirements including, but not limited to, the Company's ability to issue securities under ASX Listing Rule 7.1 at any given time. Ordinary Resolution No. 10 is not a prior approval for the issue of securities pursuant to ASX Listing Rule 7.1.

- (l) Ordinary Resolution No. 11 seeks shareholders' approval for the grant of Performance Rights covering 334,000 Shares to Mr Kevin James Deery upon such terms to be determined by the Remuneration Committee in accordance with the rules of the 2024 Civmec PRP, and the allotment and issuance from time to time of such number of fully-paid Shares as may be required to be delivered pursuant to the vesting of such Performance Rights under the 2024 Civmec PRP. Mr Kevin James Deery is Chief Operating Officer of the Company.

Key Senior Executives (including Controlling Shareholders and Associates of such Controlling Shareholders, each as defined in the Listing Manual of the SGX-ST) who have attained the age of 21 years and hold such rank as may be designated by the Remuneration Committee from time to time, are eligible to participate in the 2024 Civmec PRP.

Non-Executive Directors are not eligible to participate in the 2024 Civmec PRP.

The 2024 Civmec PRP was adopted by the Company upon the Scheme becoming effective.

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity; or

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in ASX Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

As Mr Kevin James Deery is a director of the Company, the issue of Performance Rights to Mr Kevin James Deery falls within ASX Listing Rule 10.14.1 and therefore requires the approval of shareholders under ASX Listing Rule 10.14.

Accordingly approval is being sought under ASX Listing Rule 10.14 for the issue of Performance Rights to Mr Kevin James Deery as Directors.

If Ordinary Resolution No. 11 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Kevin James Deery under the 2024 Civmec PRP within 3 years after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under ASX Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

If Ordinary Resolution No. 11 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Kevin James Deery under the 2024 Civmec PRP.

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

- (i) The Performance Rights will be issued to Mr Kevin James Deery, who falls within the category set out in ASX Listing Rule 10.14.1, by virtue of being a Director.
- (ii) The maximum number of Performance Rights to be issued to Mr Kevin James Deery is 334,000.
- (iii) The current total fixed annual remuneration package for Mr Kevin James Deery is 780,932.20, comprising of salary and allowances of \$751,000.00 and a superannuation payment of \$29,932.20.

Mr Kevin James Deery is also eligible to up to \$400,000.00 in short term and long term incentives if certain performance measures are met.

- (iv) The 2024 Civmec PRP was adopted in connection with the redomicile and as a result no Performance Rights have previously been issued, though existing Performance Rights held by Mr Kevin James Deery were 'grandfathered' in connection with the redomicile.
- (v) The Performance Rights are unquoted performance rights. The Company has chosen to grant the Performance Rights to Mr Kevin James Deery for the following reasons:
 - (A) the Performance Rights are unlisted, therefore the grant of the Performance Rights has no immediate dilutionary impact on shareholders;
 - (B) the issue of Performance Rights to Mr Kevin James Deery will align the interests of Mr Kevin James Deery with those of shareholders;
 - (C) 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 alternative cash forms of remuneration were given to Mr Kevin James Deery; and
 - (D) 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 on the terms proposed.
- (vi) The Company values the Performance Rights at \$232,063.20 (being \$0.6948 per Performance Right) based on the Black-Scholes methodology using the following assumptions:

Valuation of the underlying Shares	\$0.919
Valuation date	1 July 2024
Commencement of performance/vesting period	1 July 2024
Performance measurement/vesting date	30 June 2027
Expiry date	30 June 2034
Term of the Performance Right	3 Years
Volatility (discount)	25%
Risk free interest rate	4.27%
Gross Dividend Yield	9.33%

- (vii) The issue price of the Performance Rights will be nil, as such no funds will be raised from the issue of the Performance Rights.
- (viii) A summary of the material terms and conditions of the 2024 Civmec PRP is set out in the Schedule to this Notice of AGM.
- (ix) No loan is being made to Mr Kevin James Deery in connection with the acquisition of the Performance Rights.
- (x) Details of any Performance Rights issued under the 2024 Civmec PRP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (xi) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the 2024 Civmec PRP after Ordinary Resolution No. 11 is approved and who were not named in this Notice of AGM will not participate until approval is obtained under ASX Listing Rule 10.14.

- (xii) The Performance Rights will be issued to Mr Kevin James Deery no later than 12 months after the date of the AGM (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Performance Rights will be issued on one date.
- (xiii) The terms of the Performance Rights are in accordance with the 2024 Civmec PRP subject to the key terms and conditions of the Performance Rights set out below.
- (xiv) The Performance Rights to be granted to Mr Kevin James Deery will vest based on the performance of Mr Kevin James Deery over a three (3) year performance period from 1 July 2024 to 30 June 2027.
- (xv) The aggregate number of Performance Rights which shall vest in favour of Mr Kevin James Deery will be based on the achievement of certain predetermined performance targets (which are based on absolute earnings per share (“aEPS”)³) as determined by the Remuneration Committee in accordance with the 2024 Civmec PRP. The vesting schedule is as follows:

Long Term Incentive Proportion Vesting – Number of Performance Rights to be vested, calculated as a percentage of the number of Performance Rights for each performance period	Absolute Earnings per Share
50%	Target – If the aEPS achieved is equal to 90% of the three-year average annual result
On a pro rata basis between 50% and 100%	Between Target and Stretch – If the aEPS achieved is more than 90% but not more than 110% of the three-year average annual result
100%	Stretch – If the aEPS achieved is more than 110% of three-year average annual result

In addition:

- Upon satisfaction of the relevant vesting condition attached to a Performance Right, the Performance Right shall vest and will convert into 1 fully paid ordinary share in the capital of the Company.
- A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- The Performance Rights are not transferable.
- If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules at the time of reorganisation.
- The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- If the vesting condition attached to the relevant Performance Right has not been satisfied within the relevant time period set out above, the relevant Performance Rights will automatically lapse.

Notes:

- (a) The Board has determined that a person will be entitled to participate in and vote at the AGM if that person is a registered shareholder of the Company as at 4pm (AWST/Singapore time) on 28 October 2024.

³ aEPS is calculated by dividing the net profit after tax of the Company by the number of shares on issue.

- (b) The AGM will be held in a physical format, at 10:30am (AWST/Singapore time) on 30 October 2024 at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558. Shareholders will also have the option to participate virtually.
- (c) Shareholders may use the Computershare Investor Services Pty Limited ("**Computershare**") Meeting Platform to attend and participate in the AGM.
- (i) To participate in the AGM, you can log in by entering the following URL <https://meetnow.global/M6G6KYA> on your computer, tablet or smartphone.
- (ii) Online registration will open 30 minutes before the AGM.
- (iii) To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the AGM to obtain their login details.
- (iv) To participate in the AGM online follow the instructions below.
- (A) Click on 'Join Meeting Now'.
- (B) Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to AGM to obtain their login details.
- (C) Enter your postcode registered to your holding, if you are an Australian shareholder. If you are an overseas shareholder, select the country of your registered holding from the drop down list.
- (D) Accept the Terms and Conditions and 'Click Continue'.
- (v) You can view the AGM live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the AGM is in progress.
- (d) Shareholders and Depositors⁴ may also submit questions related to the matters being considered at the AGM. To do so, all questions must be submitted by 10:30am (AWST/Singapore time) on 21 October 2024:
- (i) in hard copy by sending by post and lodging the same at the registered office of the Company at 16 Nautical Drive, Henderson, Western Australia 6166; or
- (ii) by email to investor@civmec.com.au.
- (e) Depositors will need to identify themselves when posing questions by email or by mail by providing the following details:
- (i) the Depositor's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (ii) the Depositor's NRIC/Passport/UEN number;
- (iii) the Depositor's contact number and email address; and
- (iv) the manner in which the Depositor holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).
- (f) The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder or Depositor status.
- (g) The Company will address all substantial and relevant questions received from shareholders and Depositors by 10:30am (AWST/Singapore time) on 21 October 2024 relating to the resolutions tabled for approval at the AGM by 23 October 2024 via an announcement to be published on the Company's website at the URL <https://www.civmec.dev.eggdesign.com.au/investors/> and SGXNet and ASX Online. Questions submitted by 10:30am (AWST/Singapore time) on 28 October 2024 will be answered at the AGM.
- (h) Shareholders will be able to vote on the Resolutions during the AGM. Voting on each item of business will be by poll. However, the Directors are strongly encouraging shareholders to lodge their Proxy Form in accordance with the instructions below to assist in the orderly conduct of the AGM.
- (i) A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's

⁴ As defined in Section 81SF of the Securities and Futures Act 2001 of Singapore.

voting rights. If the shareholders appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder.

- (j) A shareholder cannot lodge a direct vote and appoint a proxy for the same voting rights.
- (k) A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must:
 - (i) specify on the Proxy Form the full name of the body corporate appointed as proxy; and
 - (ii) provide the appropriate "Appointment of Corporate Representative" with the full name or title of the individual representative of the body corporate to attend the AGM. A form may be obtained from the Computershare or online at www.investorcentre.com/au and select "Printable Forms".
- (l) If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit (subject to any voting exclusion statements that apply). The Chair intends to vote all available proxies in favour of each Resolution proposed in this Notice of AGM. If you do not mark a box next to any Resolution then by completing and submitting the Proxy Form, you will be expressly authorising the Chair to vote as they see fit in respect of such Resolution, even when a Resolution is directly or indirectly connected to the remuneration of a Director.
- (m) Voting exclusions apply to Ordinary Resolution No. 1, Ordinary Resolution No. 9 and Ordinary Resolution No. 11. Any Director and their associates will not be able to vote your proxy on Ordinary Resolution No. 8 unless you direct them how to vote. Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2024 Civmec PRP or their associates will not be able to vote your proxy on Ordinary Resolution No. 11 unless you direct them how to vote. If you intend to appoint such a person as your proxy, you should read the voting exclusions carefully and ensure you direct them how to vote on the Resolution by marking either "For", "Against" or "Abstain" on the Proxy Form.
- (n) Shareholders who are eligible to participate in the 2024 Civmec PRP will abstain from voting on Ordinary Resolution No. 11, being the ordinary resolution in relation to the proposed grant of performance rights to Kevin James Deery, a Director of the Company, under the 2024 Civmec PRP, and the Company will disregard any votes cast by such shareholders in respect of their shares on the said Ordinary Resolution. Such shareholders shall also not accept nominations to act as proxies for any other shareholder to vote in respect of the said resolution, unless the shareholder concerned has given specific instructions in its/his/her proxy instrument as to the manner in which its/his/her votes are to be cast in respect of such resolution.

Kevin James Deery and his associates shall abstain from voting in respect of their holdings of Shares (if any) on Ordinary Resolution 11 and shall not accept appointment as proxies for any shareholder to vote in respect of the said resolution, unless the shareholder concerned has given specific instructions in its/his/her proxy instrument as to the manner in which its/his/her votes are to be cast in respect of such resolution.

The Company will disregard any votes cast on the above resolutions by those persons required to abstain from voting.
- (o) A Proxy Form is attached. Proxy Forms must be returned to the Computershare in accordance with the instructions set out in the Proxy Form by no later than 48 hours before the time for holding the AGM (that is, by 10:30am (AWST/Singapore time) on 28 October 2024). You may lodge your Proxy Form:
 - (i) electronically via www.investorvote.com.au;
 - (ii) by post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia; or
 - (iii) by fax to 1800 783 447 within Australia or +61 3 9473 2555 outside Australia
- (p) Signing instructions for Proxy Forms that are to be lodged by post or fax:
 - (i) Individual: Where the holding is in one name, the shareholder must sign.
 - (ii) Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.
 - (iii) Power of Attorney: The shareholder's attorney must sign. If you have not already lodged the Power of Attorney with the Computershare, please attach a certified photocopy of the Power of Attorney to the Proxy Form when you lodge it.

- (iv) Companies: Where the company has a Sole Director who is also the Sole Company Secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise the Proxy 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.
- (q) A shareholder or proxy which is a corporation and is entitled to attend and vote at the AGM may appoint an individual to act as its corporate representative to vote at the AGM. The appointment must comply with section 250D of the Corporations Act. If a representative of a corporate shareholder or proxy is to participate in at the AGM they will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from the Computershare or online at www.investorcentre.com/au and select "Printable Forms".
- (r) A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the shareholder's behalf. An attorney need not themselves be a shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.
- (s) A voting instruction form in relation to the AGM will be despatched to each Depositor. Please note that:
- (i) Depositors who wish to vote will need to complete and return the voting instructions form to CDP before the time appointed for the AGM in accordance with the instructions therein (by 10:30am (AWST/Singapore time) on 23 October 2024), and CDP will in turn authorise Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd (the "**Singapore Share Registrar**") to, for and on behalf of CDP, collect directly from the Depositors their voting instruction(s) for collation (such voting instructions as collated, the "**Collated Voting Instruction Results**") and submit such Collated Voting Instruction Results to CDP. Depositors may indicate in their voting instructions forms the respective number of votes, which are attached to the Shares they beneficially own, they wish to cast "for", "against" or "abstain" in respect of each resolution tabled at the AGM;
- (ii) CDP will thereafter complete the proxy form in respect of the AGM based on the Collated Voting Instruction Results and submit the completed Proxy Form, by no later than 10:30am (AWST/Singapore time) on 28 October 2024, and appoint the chairman of the AGM as proxy of CDP to vote at the AGM via email to the Computershare; and
- (iii) CDP shall be entitled to rely on the Collated Voting Instruction Results submitted to CDP by the Singapore Share Registrar and act upon the same without any further verification or confirmation with the Singapore Share Registrar.
- (t) Depositors are permitted to attend the AGM in person. A Depositor who attends the AGM has the right to speak (but not vote in person) at the Annual General Meeting.⁵
- (u) Investors who hold shares through relevant intermediaries may exercise their votes by instructing their relevant intermediaries to specify their voting instructions in accordance with the instructions and timeline stipulated by the relevant intermediaries. The relevant intermediaries will in turn collate the respective aggregate number of votes cast "for", "against" and "abstain" they have received in respect of each Resolution to be tabled at the AGM and provide their clients' voting instructions by completing and submitting the voting instructions form. For the avoidance of doubt, a relevant intermediary may indicate in their voting instruction form to be submitted the respective aggregate number of votes cast "for", "against" and "abstain" in respect of each resolution to be tabled at the AGM.
- (v) Investors who hold shares through relevant intermediaries are, however, permitted to attend the AGM in person. Such investors who hold Shares through relevant intermediaries attending the Annual General Meeting have the right to speak (but not vote in person) at the Annual General Meeting.

PERSONAL DATA PRIVACY

⁵ Subject to further updates on identification details required to facilitate attendance at the Annual General Meeting by Depositors.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or adjournment thereof or a voting instruction form in respect of the AGM, a member of the Company or a Depositor (each a "**Relevant Person**") (i) consents to the collection, use and disclosure of the Relevant Person's personal data by the Company (or its agent or service providers) for the purpose of the processing, administration and analysis of the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) , the processing, administration and analysis by the Company (or its agents or service providers) of the voting instructions indicated in the voting instructions forms in relation to the AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Relevant Person discloses the personal data of the Relevant Person's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Relevant Person has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Relevant Person will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Relevant Person's breach of warranty.

SCHEDULE – SUMMARY OF 2024 CIVMEC PRP

The key terms of the 2024 Civmec PRP are as follows:

(a) *Eligibility*

Key Senior Executives who have attained the age of 21 years and hold such rank as may be designated by the Committee from time to time, shall be eligible to participate in the 2024 Civmec PRP at the absolute discretion of the Committee.

Subject to the absolute discretion of the Committee, Controlling Shareholders and their Associates who meet the criteria as set out in the paragraph above are eligible to participate in the 2024 Civmec PRP, provided that (i) the participation of each Controlling Shareholder or their Associates; and (ii) the actual number and terms of the Performance Rights to be granted to them have been approved by independent Shareholders in separate resolutions for each such person.

Non-Executive Directors shall not be eligible to participate in the 2024 Civmec PRP.

(b) *Performance Rights*

A Performance Right represents the right of a Participant to receive a Share free of charge, provided that certain prescribed performance targets are met and/or after expiry of the prescribed vesting period(s) (where applicable), in accordance with the rules of the 2024 Civmec PRP.

A Performance Right shall be personal to the Participant to whom it is granted and, prior to the delivery to the Participant of the Award Shares, the Participant shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee. In addition, a Performance Right shall not entitle the holder to vote or receive any dividends paid by the Company.

(c) *Participants*

The selection of a Participant and the number of Performance Rights to be granted to a Participant in accordance with the 2024 Civmec PRP shall be determined at the discretion of the Committee, which may take into account such criteria as it considers fit, including (but not limited to) their rank, job performance, creativity, innovativeness, entrepreneurship, resourcefulness, years of service and potential for future development, their contribution to the success and development of the Group and the degree of difficulty of fulfilling the performance condition(s) within the performance period.

(d) *Details of Performance Rights*

The Committee shall decide, in relation to each Performance Right to be granted to a Participant:

- (i) the Award Date;
- (ii) the performance condition(s) and relevant performance period;
- (iii) the number of Performance Rights which shall vest on the performance condition(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period;
- (iv) the vesting date(s);
- (v) the vesting period(s), if any; and
- (vi) whether:
 - (A) the Award Shares shall be delivered within the prescribed automatic timeline stipulated in the Civmec PRP; or
 - (B) the Participant has the ability to manually exercise some or all of the Vested Performance Rights upon which the Company shall deliver the Award Shares underlying the exercised vested Performance Rights to the Participant, subject to the following:
 - (1) one (1) or more notices of exercise must be made by the Participant and notified to the Company prior to expiration of the Relevant Period; and
 - (2) in the event that no notice of exercise has been delivered to the Company by the Participant in respect of a Vested Performance Right prior to the expiration of the Relevant Period, the Company shall deliver the aggregate number of Award Shares

underlying the aggregate corresponding number of Vested Performance Rights within 14 calendar days from the expiration of the Relevant Period;

- (C) the time and circumstances when Performance Rights lapse, provided that once vested, the Performance Rights shall not lapse; and
- (D) any other condition which the Committee may determine in relation to that Performance Right.

(e) *Timing*

The Committee may grant Performance Rights as the Committee may select, on an annual basis, typically following the Company's annual general meeting, or at any time during the period when the 2024 Civmec PRP is in force.

An Award Letter confirming the Performance Right and specifying, inter alia, the Award Date, the number of Award Shares, the prescribed performance condition(s), the performance period during which the prescribed performance condition(s) is/are to be attained or fulfilled, the extent to which the number of Performance Rights will vest on satisfaction of the prescribed performance condition(s), the vesting date(s) and the vesting period(s) (if any) will be sent to each Participant as soon as is reasonably practicable after the grant of a Performance Right.

(f) *Events Prior to Vesting*

Special provisions for the vesting and lapsing of Performance Rights apply in certain circumstances including the following:

- (i) the Participant ceasing to be in the employment of the Group for any reason whatsoever (other than as specified in paragraphs (vi), (vii) and (viii) below);
- (ii) the bankruptcy of a Participant or the happening of any other event which results in them being deprived of the legal or beneficial ownership of the Performance Right;
- (iii) the misconduct on the part of a Participant as determined by the Committee in its discretion;
- (iv) an order being made or a resolution passed for the winding-up of the Company on the basis, or by reason, of its insolvency;
- (v) any breach of the rules of the 2024 Civmec PRP by the Participant;
- (vi) the retirement of the Participant;
- (vii) the Participant ceasing to be in the employment of the Group by reason of retirement, or ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee) or death, or redundancy, or any other reason approved in writing by the Committee; or
- (viii) the Participant ceasing to be in the employment of the Group by reason of:
 - (A) the company by which they are employed ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group;
 - (B) (where applicable) the Participant's transfer of employment between members of the Group; or
 - (C) any other event approved by the Committee.

Upon the occurrence of any of the events specified in paragraphs (i), (ii), (iii), (iv) and (v) above, a Performance Right then held by a Participant shall, as provided in the rules of the 2024 Civmec PRP and to the extent not yet vested, lapse without any claim whatsoever against the Company.

Upon the occurrence of any of the events specified in paragraphs (vi), (vii) and (viii) above, the Committee may, in its discretion, determine whether a Performance Right then held by such Participant, to the extent not yet vested, shall lapse or that all or any part of such Performance Right shall be vested. If the Committee determines that a Performance Right (to the extent not yet vested) shall lapse, then such Performance Right shall lapse without any claim whatsoever against the Company. If the Committee determines that a certain number of, or all Performance Rights shall be vested, the aggregate number of Award Shares underlying that

aggregate number of Vested Performance Rights shall be delivered to the Participant within the prescribed automatic timeline stipulated in the 2024 Civmec PRP.

In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the prescribed performance condition(s) has/have been satisfied.

If before a vesting date, any of the following occurs:

- (1) a take-over offer for the Shares becomes or is declared unconditional;
- (2) an amalgamation or a compromise or arrangement proposed for the purposes of, or in connection with, a proposal or scheme for the reconstruction of the Company or its amalgamation with another company or companies being approved by shareholders of the Company and/or sanctioned by the court under the Corporations Act;
- (3) an order being made or a resolution passed for the winding-up of the Company (other than as provided in paragraph (iv) above); or
- (4) a proposal to sell all or substantially all of the assets of the Company,

the Committee may, at its discretion:

- (5) amend or waive the vesting period and any condition applicable to a Performance Right, the performance period and/or the performance condition and/or the extent to which the number of Performance Rights shall vest on the performance condition being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period in respect of that number of Performance Rights, and shall notify the Participant of such change or waiver; and/or
- (6) determine whether or not any Performance Rights shall vest, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides that certain Performance Rights shall vest, then in determining the number of Performance Rights to be vested, the Committee will (if applicable) have regard to the proportion of the vesting period(s) which has elapsed and, the extent to which the performance condition has been satisfied.

(g) *Size and Duration*

The total number of Award Shares which may be delivered pursuant to Performance Rights granted under the 2024 Civmec PRP on any date, when added to:

- (i) the total number of shares of the Company allotted and issued or delivered pursuant to the vesting of the performance rights under the Civmec Key Senior Executives Performance Rights Plan which was approved and adopted by the shareholders of the Civmec Singapore at the annual general meeting held on 25 October 2018.;
- (ii) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares delivered and/or to be delivered, pursuant to Performance Rights granted under the 2024 Civmec PRP; and
- (iii) the number of new Shares allotted and issued and/or to be allotted and issued and issued Shares delivered and/or to be delivered, in respect of any other options or grants under share option schemes or share schemes adopted by the Company for the time being in force, as the case may be,

shall not exceed 15% of the total number of issued Shares (excluding subsidiary holdings) (or such other limit as may be prescribed by the SGX-ST and the ASX) of the Company on the date preceding the date of grant of the relevant Performance Right.

In addition, the aggregate number of Shares available to Controlling Shareholders and their Associates shall not exceed 25% of the total number of Shares available under the 2024 Civmec PRP, and the number of Company Shares available to each Controlling Shareholder or their Associate shall not exceed 10% of the total number of Company Shares available under the 2024 Civmec PRP.

The 2024 Civmec PRP shall continue in force at the absolute discretion of the Committee, subject to a maximum period of 10 years commencing on the date the scheme of arrangement between Civmec

Singapore, its shareholders and the Company pursuant to section 210 of the *Singapore Companies Act 1967* becomes effective in accordance with its terms, provided always that the 2024 Civmec PRP may continue beyond this stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the 2024 Civmec PRP, any Performance Rights granted to Participants prior to such expiry or termination, whether such Performance Rights have been vested (whether fully or partially) or not, will continue to remain valid.

(h) *Operation*

The new Shares allotted and issued, and existing Shares procured by the Company for transfer, pursuant to the vesting of a Performance Right, shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant vesting date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

The Committee shall have the discretion to determine whether the performance condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee may make reference to the audited results of the Company or the Group (as the case may be), taking into account such factors as the Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events. Further, the Committee has the right to amend the performance condition if the Committee decides that a changed performance target would be a fairer measure of performance.

In this Schedule, the following definitions apply unless otherwise stated:

- "2024 Civmec PRP"** : The 2024 Civmec Key Senior Executives Performance Rights Plan.
- "Associate"** : Associate shall bear the same meaning as set out in the Listing Manual.
- "Associated Body Corporate"** : means:
- (a) a body corporate that is a related body corporate (as defined in section 50 of the Act) of the Company;
 - (b) a body corporate that has voting power in the Company of not less than 20%; or
 - (c) a body corporate in which the Company has voting power of not less than 20%.
- "ASX"** : ASX Limited (ACN 008 624 691) or the securities market which it operates, as the case may be.
- "ASX Listing Rules"** : means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
- "Award Date"** : The date on which the Performance Right is granted pursuant to the 2024 Civmec PRP.
- "Award Letter"** : A letter in such form as the Committee shall approve confirming a Performance Right granted to a Participant.
- "Award Shares"** : Means a fully paid ordinary share in the capital of the Company and "**Shares**" has a corresponding meaning.
- "CDP"** : The Central Depository (Pte) Limited.

“Committee”	:	A committee comprising Directors duly authorised and appointed by the Board of Directors of the Company to administer the 2024 Civmec PRP.
“Company”	:	Civmec Limited (ACN 672 407 171) (formerly being named Civmec Australia Limited).
“Controlling Shareholder”	:	A person who: <ul style="list-style-type: none"> (a) holds directly or indirectly 15% or more of the total voting rights in the Company. The SGX may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company.
“Corporations Act”	:	The <i>Corporations Act 2001</i> (Cth).
“Civmec Singapore”		Civmec Singapore Limited (ARBN 604 316 690) (formerly being named Civmec Limited).
“Directors”	:	Directors of the Company.
“Group”	:	The Company and its subsidiaries.
“Key Senior Executive”	:	Means: <ul style="list-style-type: none"> (a) the Executive Chairman; (b) the Chief Executive Officer (“CEO”); (c) Executives who report directly to the CEO; and (d) selected other individuals, being employees of any member of the Group holding the rank of senior manager (or such other equivalent rank which may from time to time be determined by the Committee) and above, who do not fall within the ambit of paragraphs (a) to (c) above, <p>who have been selected to participate in the 2024 Civmec PRP pursuant to Rule 4.1, providing that such persons are an 'ESS participant' (as that term is defined in the Act) in relation to the Company or an Associated Body Corporate.</p>
“Listing Manual”	:	The listing manual of the SGX.
“Participant”	:	A Key Senior Executive who has been granted a Performance Right or Performance Rights.
“Performance Right”	:	A right to one Share granted under, and which shall be subject to the satisfaction of performance conditions in accordance with, the rules of the 2024 Civmec PRP and “ Performance Rights ” shall be construed accordingly.
“Relevant Period”	:	In relation to a Performance Right, a period of ten (10) years from the Award Date.
“Shareholders”	:	Registered holders of Shares

“SGX” : The Singapore Exchange Securities Trading Limited.

“%” : Per centum or percentage.

**ANNEXURE A – Audited Financial Statements of the Company for the financial year ended 30 June 2024,
together with the Directors’ Report and Independent Auditors’ Report thereon**

CIVMEC LIMITED
(formerly CIVMEC AUSTRALIA LIMITED)
ACN 672 407 171

FINANCIAL REPORT
FOR THE PERIOD
26 OCTOBER 2023 to 30 JUNE 2024

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DIRECTORS' REPORT

The directors of Civmec Limited (the 'Company') present the annual report of the Company for the financial period from 26 October 2023 (date of incorporation) to 30 June 2024. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

Directors

The names of the directors in the office from the beginning of the period till 3 September 2024 were:

Mr. Peter Ricciadello (appointed 26/10/2023)
Mr. Adam Goldsmith (appointed 26/10/2023)
Mr. Charles Sweeney (appointed 26/10/2023)

Change in Directors

On 4 September 2024, the existing directors, being Mr. Peter Ricciadello, Mr. Adam Goldsmith and Mr. Charles Sweeney, have resigned as directors of the Company due to a scheme of arrangement mentioned in subsequent events.

At the report date, the composition of the board of directors of the Company are as follows:

Mr. James Finbarr Fitzgerald (*Executive Chairman – appointed 4 September 2024*)
Mr. Patrick John Tallon (*Chief Executive Officer – appointed 4 September 2024*)
Mr. Kevin James Deery (*Chief Operating Officer – appointed 4 September 2024*)
Mr. Chong Teck Sin (*Lead Independent Director – appointed 4 September 2024*)
Mr. Wong Fook Choy (*Independent Director – appointed 4 September 2024*)
Mr. Douglas Owen Chester (*Independent Director – appointed 4 September 2024*)

Principal activities

The principal activity of the Company is to act as a holding entity. No significant change in the principal activity during the financial period.

Review of Operations

The Company was dormant throughout the financial period.

Significant Changes in the State of Affairs

No significant changes in the Company's state of affairs occurred during the financial period.

Likely Developments and Expected Results of Operations

Likely developments in the operations of the Company and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Company.

DIRECTORS' REPORT

Dividends

No dividends were paid during the period and no recommendation is made as to the dividends.

Environmental Regulation

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

Options

No options over issued shares or interests in the Company were granted during or since the end of the financial period, and there were no options outstanding as at the date of this report.

No shares were issued during or since the end of the financial period as a result of the exercise of an option over unissued shares or interests.

Remuneration Report

The key management personnel of the Company consisted of the following:

1. Mr. Peter Ricciardello;
2. Mr. Adam Goldsmith; and
3. Mr. Charles Sweeney,

who each held office as a director of the Company since its incorporation on 26 October 2023 to 30 June 2024.

The key management personnel were not remunerated by the Company during the financial period ended 30 June 2024.

The board did not adopt a policy for determining the nature and amount of remuneration of the key management personnel of the Company for the financial period ended 30 June 2024 as the Company was incorporated for the sole purpose of the change of domicile of the head company of Civmec Limited (ARBN 604 316 690) and its subsidiaries from Civmec Limited to the Company (**Change of Domicile**), which was to occur after the end of the financial period ended 30 June 2024.

For the financial period ended 30 June 2024, the Company had issued and paid-up share capital of A\$1.00 comprising one (1) ordinary share held by the Company's sole shareholder, Mr Adam Goldsmith.

Other than entering into the implementation agreement with Civmec Limited (ARBN 604 316 690) dated 27 October 2023 in relation to the implementation of the Change of Domicile, the Company was not an operating entity for the financial period ended 30 June 2024.

Indemnification of officers and auditors

Since the end of the financial period, the Company has not indemnified or made a relevant agreement for indemnifying against a liability any person who is or has been an officer or auditor of the Company.

DIRECTORS' REPORT

Proceedings on Behalf of the Company

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the financial period.

Information on Directors

Mr. James Finbarr Fitzgerald (*Executive Chairman – appointed 4 September 2024*)

A dedicated leader with over 40 years' experience, James guides the corporate direction of the Company, oversees overall business and financial performance, and ensures compliance with corporate governance guidelines. He has served on the Centre for Defence Industry Capability (CDIC) Board, as well as a Defence Panel Expert for the AusIndustry Modern Manufacturing Initiative. With a strong commitment to Australia's workforce, James is an advocate for training and development, and a champion of diversity and equal opportunity.

As a result of the scheme of arrangement that took effect on 4 September 2024, James is deemed to have an interest in the Company, holding 97,720,806 shares at the date of this report.

Mr. Patrick John Tallon (*Chief Executive Officer – appointed 4 September 2024*)

Patrick has 37 years of industry experience. He is responsible for the implementation of the Company's strategic plans, with an emphasis on safety, people, sustainability and growth. A commanding leader, Patrick drives the company's positive safety and workplace culture, and regularly communicates with both internal and external stakeholders. He is dedicated to continuous improvement of the business through training and innovation and is also strongly committed to community engagement. An active supporter of many charities and events, Patrick has become well known for his philanthropy, raising over \$385,000 for homelessness in recent years.

As a result of the scheme of arrangement that took effect on 4 September 2024, Patrick is directly holding 54,000 shares and deemed to have an interest in the Company, holding 97,566,806 shares at the date of this report.

Mr. Kevin James Deery (*Chief Operating Officer – appointed 4 September 2024*)

With a Bachelor of Engineering (Mechanical) degree, he has more than 30 years of experience managing major Australian manufacturing and construction projects. Overseeing the operational activity of the Civmec Group, Kevin is responsible for ensuring a safe workplace and the successful delivery of projects within stringent quality, budget, and schedule parameters.

As a result of the scheme of arrangement that took effect on 4 September 2024, Kevin is directly holding 1,418,000 shares and deemed to have an interest in the Company, holding 8,775,250 shares at the date of this report.

Mr. Chong Teck Sin (*Lead Independent Director – appointed 4 September 2024*)

Chong Teck Sin has a Bachelor of Engineering from the University of Tokyo and a Master of Business Administration from the National University of Singapore. He holds positions as an Independent Director of AIMS APAC REITS Management Limited, and as a Director of Ranhill Pte Ltd.

Mr. Wong Fook Choy (*Independent Director – appointed 4 September 2024*)

Sunny Wong Fook Choy has a Bachelor of Law (Honours) from the National University of Singapore. As a practicing advocate and solicitor of the Supreme Court of Singapore, he currently serves as a consultant with Wong Tan & Molly Lim LLC, a legal firm he co-founded in 1994.

DIRECTORS' REPORT

Information on Directors (continued)

Mr. Douglas Owen Chester (*Independent Director – appointed 4 September 2024*)

Douglas Owen Chester has served as a company director in Australia and in Singapore for the past twelve years, since retiring from the Australian Public Service in 2012. He was previously a senior Australian Government official and diplomat, serving in Washington, Brunei and Singapore. He spent five years as Deputy Secretary in the Department of Foreign Affairs and Trade and, prior to his retirement from the public service, held the role of Australia's High Commissioner to Singapore. Douglas holds a Bachelor of Science (Honours) from the Australian National University. He is a member of the Australian Institute of Company Directors (AICD) and the Singapore Institute of Directors (SID).

As a result of the scheme of arrangement that took effect on 4 September 2024, Douglas is deemed to have an interest in the Company, holding 70,000 shares at the date of this report.

Directors' Meetings

No directors' meetings were held during the financial period ended 30 June 2024.

As a result of the scheme of arrangement, the Board of Directors will convene regularly and as needed to address significant matters. Board meetings are scheduled in advance. The Constitution of the Company allows Directors to conduct meetings by teleconferencing or videoconferencing or other similar means of communication whereby all persons participating in the meeting are able to hear each other. The Board and Board Committees may also make decisions by way of circulating resolutions.

Company Secretary

The following person held the position of company secretary at the end of the financial period and the date of this report:

Bojan Cica (*appointed 26 October 2023*)

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 6.

Rounding off of amounts

The Company is a company of the kind referred to in ASIC Corporations (Rounding in Financials/Directors' Reports) Instrument 2016/191, dated 24 March 2016, and in accordance with that Corporations Instrument amounts in the directors' report and the financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

DIRECTORS' REPORT

Subsequent events

On 27 October 2023, the Company has entered into an implementation agreement with Civmec Limited (ARBN 604 316 690) with the intention to change the domicile of the head company of Civmec Group from Civmec Limited (domiciled in Singapore) to the Company (domiciled in Australia). The Change of Domicile will be achieved through a restructuring of Civmec Limited (ARBN 604 316 690) by way of a scheme of arrangement in accordance with Section 210 of the Companies Act 1967 of Singapore.

The Court Order was lodged on 4 September 2024 with the Accounting and Corporate Regulatory Authority of Singapore, and the scheme took effect on and from the date of lodgement.

On 18 September 2024, the Company has its name changed from Civmec Australia Limited to Civmec Limited.

Signed in accordance with a resolution of the Board of Directors:

Director



Kevin James Deery

Dated this

20 September 2024



Moore Australia Audit (WA)

Level 15, Exchange Tower,
2 The Esplanade, Perth, WA 6000
PO Box 5785, St Georges Terrace, WA 6831

T +61 8 9225 5355

F +61 8 9225 6181

www.moore-australia.com.au

Auditor's Independence Declaration
Under Section 307c of the Corporations Act 2001

To the directors of Civmec Limited

We declare that, to the best of our knowledge and belief, during the financial period ended 30 June 2024, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit, and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

SL Tan
Partner – Audit and Assurance
Moore Australia Audit (WA)
Perth

20th day of September 2024

MOORE AUSTRALIA

Moore Australia Audit (WA)
Chartered Accountants

Moore Stephens LLP
Public Accountants and
Chartered Accountants

Singapore
20th day of September 2024

STATEMENT OF COMPREHENSIVE INCOME

for the period
26 October 2023 to 30 June 2024

No trading or business operation during the financial period.

STATEMENT OF FINANCIAL POSITION

as at 30 June 2024

	<u>A\$</u>
Total assets	1
Total liabilities	-
NET ASSETS	<u>1</u>
EQUITY	
Share capital	1
Retained earnings	-
Total equity	<u>1</u>

STATEMENT OF CHANGES IN EQUITY

for the period
26 October 2023 to 30 June 2024

	<u>Share capital</u> A\$	<u>Retained earnings</u> A\$	<u>Total</u> A\$
Balance as at 26 October 2023	-	-	-
Share issued during the period	1	-	-
Balance as at 30 June 2024	<u>1</u>	<u>-</u>	<u>-</u>

STATEMENT OF CASH FLOW
for the period
26 October 2023 to 30 June 2024

No trading or business operation during the financial period.

NOTES TO THE FINANCIAL STATEMENTS

for the period
26 October 2023 to 30 June 2024

These notes form an integral part and should be read in conjunction with the accompanying financial statements:

1. General information

Civmec Limited (the 'Company') is a company domiciled in Australia. The Company was incorporated as Civmec Australia Limited on 26 October 2023 under the Australian Corporations Act 2001. The address of the Company's registered office is 16 Nautical Drive, Henderson, Western Australia. As detailed in Note 9, the Company changed its name to Civmec Limited on 18 September 2024.

The principal activity of the Company is that of an investment holding company.

SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

2. Basis of preparation

These general purpose financial statements have been prepared in accordance with the *Corporations Act 2001* and Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of the financial statements are presented below and have been consistently applied unless stated otherwise.

The financial statements, except for cash flow information, have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded to the nearest dollar unless stated otherwise.

The presentation currency used in these financial statements is Australian dollars (A\$). Amounts in these financial statements are stated in Australian dollars unless otherwise noted.

Accounting Policies

3. Revenue recognition

No revenue has been recognised during the financial period.

4. Expenses

Expenses are recognised on an accrual basis. There have been no significant expenses during the financial period.

5. Income tax

No provision for income tax has been made as the Company has not generated any taxable income during the financial period.

NOTES TO THE FINANCIAL STATEMENTS

for the period
26 October 2023 to 30 June 2024

ACCOUNTING POLICIES (continued)

6. Assets and liabilities

There were no significant assets or liabilities as at 30 June 2024.

7. Going concern

The entity is dormant and has not traded during the financial period. The financial statements have been prepared on a going concern basis, which assumes that the Company will continue to operate for the foreseeable future.

8. Related party transactions

There have been no related party transactions during the financial period.

9. Subsequent events

On 27 October 2023, the Company has entered into an implementation agreement with Civmec Limited (ARBN 604 316 690) with the intention of to change the domicile of the head company of Civmec Group from Civmec Limited (domiciled in Singapore) to the Company (domiciled in Australia). The Change of Domicile will be achieved through a restructuring of Civmec Limited (ARBN 604 316 690) by way of a scheme of arrangement in accordance with Section 210 of the Companies Act 1967 of Singapore.

The Court Order was lodged on 4 September 2024 with the Accounting and Corporate Regulatory Authority of Singapore, and the scheme took effect on and from the date of lodgement. As a result, the Company replaced Civmec Limited as the head company of the Civmec Group.

On 18 September 2024, the Company changed its name to Civmec Limited.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Civmec Limited is not required to prepare consolidated financial statements for the financial period ended 30 June 2024.

DIRECTOR'S DECLARATION

The directors of the Company declare that:

1. The financial statements and notes, as set out on pages 7 to 12, are in accordance with the Corporations Act 2001 and;
 - a. comply with Australian Accounting Standards,
 - b. give a true and fair view of the financial position as at 30 June 2024 and of the performance for the financial period 26 October 2023 to 30 June 2024, and
 - c. the consolidated entity disclosure statement on page 13 is true and correct.
2. In the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Director



Kevin James Deery
20 September 2024

Dated this

Independent Audit Report

To the members of Civmec Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Civmec Limited (the Company), which comprises the statement of financial position as at 30 June 2024, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the period then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Company's financial position as at 30 June 2024 and of its financial performance for the period then ended; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the "Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Company's financial report for the period ended 30 June 2024 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and
- c) for such internal control as the directors determine is necessary to enable the preparation of:
 - i. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
 - ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report. A further description of our responsibilities for the audit of the financial report is located on the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report as included in the directors' report for the period ended 30 June 2024.

In our opinion, the Remuneration Report of Civmec Limited, for the period ended 30 June 2024 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

SL Tan
Partner – Audit and Assurance
Moore Australia Audit (WA)

Perth
20th day of September 2024

Moore Australia Audit (WA)
Chartered Accountants

Moore Stephens LLP
Public Accountants and
Chartered Accountants

Singapore
20th day of September 2024

ANNEXURE B – Notice of Nomination

23 September 2024

The Directors
Civmec Limited
16 Nautical Drive
Henderson WA 6166

Dear Directors

Nomination of Joint Auditors

Pursuant to section 328B(1) of the *Corporations Act 2001* (Cth), I, James Fitzgerald, a member of Civmec Limited (ACN 672 407 171) (the **Company**), nominate Moore Australia Audit (WA) and Moore Stephens LLP for appointment as joint auditors of the Company at the Annual General Meeting to be held at 10:30am (AWST/Singapore time) on 30 October 2024, or at any adjournment of that meeting.

Yours sincerely

James Fitzgerald

ANNEXURE C – Information on the proposed appointment of Moore Australia Audit (WA) and Moore Stephens LLP as the joint auditors of the Company

APPENDIX DATED 30 September 2024

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, ACCOUNTANT, SOLICITOR OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

This Appendix is circulated to the shareholders of Civmec Limited (ACN 672 407 171) (the “**Company**”) together with the Company’s Annual Report 2024 (as defined herein). Its purpose is to explain to the Shareholders (as defined herein) the rationale and to provide information pertaining to the Proposed Appointment of Joint Auditors (as defined herein), and to seek Shareholders’ approval of the same at the annual general meeting of the Company to be held at 10:30am (AWST/Singapore Time) on 30 October 2024 at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 (the “**Annual General Meeting**” or “**AGM**”). Shareholders will also have the option to participate virtually.

This Appendix, together with the Notice of AGM (as defined herein) and the Proxy Form (as defined herein), are enclosed with the Annual Report 2024. The resolution to be passed in relation to the matter above has been set out in the Notice of AGM.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward the Annual Report 2024 (including the Notice of AGM and the Proxy Form) and this Appendix to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.



CIVMEC LIMITED

ACN 672 407 171
(Incorporated in Australia)

APPENDIX

TO THE NOTICE OF ANNUAL GENERAL MEETING DATED 30 OCTOBER 2024

in relation to:

**THE PROPOSED APPOINTMENT OF
MOORE AUSTRALIA AUDIT (WA) AND MOORE STEPHENS LLP AS JOINT AUDITORS OF THE
COMPANY**

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DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated or the context otherwise requires:

“10 July 2024 Circular”	:	The Prior Listco’s circular dated 10 July 2024 in relation to, among other things, the Change of Domicile
“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“Annual General Meeting” or “AGM”	:	The annual general meeting of the Company to be held at 10:30am (AWST/Singapore time) on 30 October 2024 at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 and using virtual meeting technology
“Annual Report 2024”	:	The Company’s annual report for the financial year ended 30 June 2024
“Appendix”	:	This Appendix to the Notice of AGM dated 30 September 2024
“ASX”	:	ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange operated by it, as the context requires
“ASX Listing Rules”	:	The listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX
“Board”	:	The board of Directors of the Company
“CDP”	:	The Central Depository (Pte) Limited
“Change of Domicile”	:	The change of domicile of the head company of the Prior Group from the Prior Listco (domiciled in Singapore) to the Company (domiciled in Australia)
“Company”	:	Civmec Limited (ACN 672 407 171) (formerly being named Civmec Australia Limited)
“Corporations Act”	:	The <i>Corporations Act 2001</i> (Cth) and the <i>Corporations Regulations 2001</i> (Cth), as may be amended, modified or supplemented from time to time
“Director”	:	A director of the Company as at the Latest Practicable Date
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	23 September 2024, being the latest practicable date prior to the issue of this Appendix
“Notice of AGM”	:	The notice of the Annual General Meeting dated 30 September 2024
“Prior Group”	:	The Prior Listco and its subsidiaries

DEFINITIONS

“Prior Listco”	:	Civmec Singapore Limited, a wholly-owned subsidiary of the Company
“Proposed Appointment of Joint Auditors”	:	The proposed appointment of Moore Australia Audit (WA) and Moore Stephens LLP as the joint auditors of the Company
“Proxy Form”	:	The proxy form for the Annual General Meeting attached to the Notice of AGM
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGX-ST Listing Manual”	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“Shares”	:	Ordinary shares in the capital of the Company
“Shareholders”	:	Persons who are registered as the holders of Shares
“Singapore Accountants Act”	:	The Accountants Act 2004 of Singapore, as amended, modified or supplemented from time to time
“Singapore Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time

The terms “**Depositors**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA.

The term “**relevant intermediary**” shall have the meaning ascribed to it in Section 181 of the Singapore Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine shall, where applicable, include the feminine and neuter gender and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the SFA, the SGX-ST Listing Manual, ASX Listing Rules, Corporations Act, Singapore Accountants Act, Singapore Companies Act or such statutory modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the SFA, the SGX-ST Listing Manual, ASX Listing Rules, Corporations Act, Singapore Accountants Act, Singapore Companies Act or such statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Appendix shall be a reference to Singapore time unless otherwise stated.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

The legal adviser appointed by the Company for the purpose of the corporate action set out in this Appendix is Morgan Lewis Stamford LLC.

LETTER TO SHAREHOLDERS

CIVMEC LIMITED
(formerly being named Civmec Australia Limited)
ACN 672 407 171
(Incorporated in Australia)

Directors:

Mr James Finbarr Fitzgerald (*Executive Chairman*)
Mr Patrick John Tallon (*Chief Executive Officer*)
Mr Kevin James Deery (*Chief Operating Officer*)
Mr Chong Teck Sin (*Lead Independent Director*)
Mr Wong Fook Choy Sunny (*Independent Director*)
Mr Douglas Owen Chester (*Independent Director*)

Registered Office:

16 Nautical Drive
Henderson
Western Australia 6166

30 September 2024

To: The Shareholders of Civmec Limited

Dear Sir / Madam,

**THE PROPOSED APPOINTMENT OF MOORE AUSTRALIA AUDIT (WA) AND MOORE STEPHENS LLP
AS JOINT AUDITORS OF THE COMPANY**

1. INTRODUCTION

1.1. Annual General Meeting

Reference is made to the Notice of AGM, accompanying the Annual Report 2024, and Ordinary Resolution 2 in relation to the Proposed Appointment of Joint Auditors set out in the Notice of AGM.

1.2. Purpose of this Appendix

The purpose of this Appendix is to provide the Shareholders with information in relation to the Proposed Appointment of Joint Auditors and to seek Shareholders' approval for Ordinary Resolution 2 relating to the same as set out in the Notice of AGM.

The SGX-ST takes no responsibility for the accuracy or correctness of any of the statements or opinions made or reports contained in this Appendix.

2. THE PROPOSED APPOINTMENT OF JOINT AUDITORS

2.1 Background and Rationale

Following the completion of the Change of Domicile in September 2024, the Company (domiciled in Australia) became the head company of the Group and the Prior Listco (domiciled in Singapore) became a wholly-owned subsidiary of the Company. The Company became the new listed vehicle on the Mainboard of the SGX-ST and ASX in place of the Prior Listco.

The Company was incorporated as a public limited company in Australia on 26 October 2023 for the sole purpose of the Change of Domicile. On 24 November 2023, pursuant to section 327A(1)

LETTER TO SHAREHOLDERS

of the Corporations Act, Moore Australia Audit (WA) and Moore Stephens LLP were appointed as joint auditors of the Company by the Directors.

Under section 327A(2) of the Corporations Act, an auditor who has been appointed under section 327A(1) of the Corporations Act only holds office until the company's next annual general meeting. The Annual General Meeting is the Company's first annual general meeting. Accordingly, the Company is required to appoint an auditor at the Annual General Meeting (as it is its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Moore Australia Audit (WA) and Moore Stephens LLP to be appointed as the joint auditors of the Company (the "**Notice of Nomination**"). A copy of the Notice of Nomination is set out in Annexure B of the Notice of AGM.

Moore Australia Audit (WA) and Moore Stephens LLP have provided the Company their written consents to act, subject to Shareholders' approval being obtained, as the Company's joint auditors in accordance with section 328A(1) of the Corporations Act (the "**Consent to Act**"). Accordingly, Shareholders' approval is sought to appoint Moore Australia Audit (WA) and Moore Stephens LLP as the joint auditors of the Company.

As mentioned in the 10 July 2024 Circular, the joint auditors of the Company on completion of the Change of Domicile are Moore Stephens LLP (being the existing auditor of the Prior Listco) and Moore Australia Audit (WA) (being the auditor of the Group's Australian subsidiaries).

If appointed by the Company at the Annual General Meeting, Moore Australia Audit (WA) and Moore Stephens LLP will hold office as joint auditors of the Company until they are removed, they resign, they cease to be capable of acting as joint auditor in accordance with Part 2M.2 of the Corporations Act, or they cease to be joint auditor in accordance with sections 327(b)(2A)-(2C) of the Corporations Act.

If appointed by the Company at the Annual General Meeting, Moore Australia Audit (WA) and Moore Stephens LLP will jointly audit the financial statements of the Company which are to be prepared in accordance with Australian Accounting Standards which are equivalent to International Financial Reporting Standards (AIFRS).

As mentioned in Section 2.2 of this Appendix, Moore Australia Audit (WA) fulfils the requirements imposed by Rule 712(2)(b) of the SGX-ST Listing Manual. Pursuant to Rule 712(2A) of the SGX-ST Listing Manual, an issuer that appoints an auditing firm that meets the requirements of Rule 712(2)(b) of the SGX-ST Listing Manual must also appoint an additional auditing firm that meets the requirements in Rule 712(2)(a) to jointly audit its financial statements. As mentioned in Section 2.3 of this Appendix, Moore Stephens LLP fulfils the requirements imposed by Rule 712(2)(a) of the SGX-ST Listing Manual. Upon obtaining the approval of Shareholders at the Annual General Meeting for the Proposed Appointment of Joint Auditors, the Company will be in compliance with Rule 712(2A) of the SGX-ST Listing Manual.

Resolutions are also proposed to authorise the Directors to fix the joint auditors' remunerations for the ensuing year. Please refer to Ordinary Resolution 2 in the Notice of AGM for more information.

The scope of the audit services to be jointly provided by Moore Australia Audit (WA) and Moore Stephens LLP will be comparable to those provided by Moore Stephens LLP (being the existing auditor of the Prior Listco).

LETTER TO SHAREHOLDERS

For more information on each of Moore Australia Audit (WA) and Moore Stephens LLP, please refer to Sections 2.2 and 2.3 of this Appendix.

2.2 Information on Moore Australia Audit (WA) and the Audit Partner-in-Charge

The information on the Moore Australia Audit (WA) and the partner-in-charge below was provided to the Company by Moore Australia Audit (WA) and their representatives. The Company has not conducted an independent review or verification of the accuracy of the statements and information below.

Prior to the Change of Domicile, Moore Australia Audit (WA) has been the auditors of the Australian-incorporated subsidiaries of the Prior Group since the financial year ended 30 June 2010. If appointed by the Company at the Annual General Meeting, Moore Australia Audit (WA) and Moore Stephens LLP will jointly audit the financial statements of the Company and Moore Australia Audit (WA) will continue to audit the Australian-incorporated subsidiaries of the Group.

Moore Australia Audit (WA)

Moore Australia Audit (WA) is a network of four (4) independent accounting, audit and business advisory firms, with 15 offices and over 500 staff across Australia. Moore Australia Audit (WA) is also a member of the Moore Global Network, the 12th largest professional services network in the world.

For more information on Moore Australia Audit (WA), please visit <https://www.moore-australia.com.au/>.

Audit partner-in-charge

The audit partner-in-charge of Moore Australia Audit (WA) is Suan Lee Tan. Suan Lee has more than 25 years of experience in providing audit, accounting and corporate advisory services, both in Australia and internationally. He has extensive experience within the accounting profession, in Australia, Singapore and Europe (working for Moore London) including in internal audit. He is a registered company auditor under the Corporations Act and a member of Chartered Accountants Australia and New Zealand (CAANZ) and CPA Australia. He has experience auditing ASX listed companies within the mining and resource sectors including those engaged in heavy engineering, procurement and construction.

Suan Lee is assisted by a team of over 30 audit professionals, comprising associate directors, managers and associates, in performing the audit. The engagement team includes an engagement quality review control reviewer, who is an experienced partner, to ensure that the engagement team is providing independent and objective viewpoints on the audit and to ensure audit quality.

Moore Australia Audit (WA) is a partnership of individuals. Audits are conducted by designated audit partners all of which are registered company auditors with the Australian Securities and Investments Commission (“ASIC”). ASIC is Australia’s integrated corporate, markets, financial services and consumer credit regulator. Accordingly, Moore Australia Audit (WA) fulfils the requirements imposed by Rule 712(2)(b) of the SGX-ST Listing Manual.

Suan Lee has been subject to periodic Audit Firm Inspections by ASIC. It is noted that he has no conditions imposed by ASIC based on inspections on his previous audit engagements.

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Additional information concerning the Moore Australia network and the WA firm can be found in their Audit Transparency Report. This report is lodged annually with ASIC and past transparency reports can be found at <https://www.moore-australia.com.au/about-us/reporting>.

2.3 Information on Moore Stephens LLP and the Audit Partner-in-Charge

The information on Moore Stephens LLP and the partner-in-charge below was provided to the Company by Moore Stephens LLP and their representatives. The Company has not conducted an independent review or verification of the accuracy of the statements and information below.

Moore Stephens LLP has been the auditor of the Prior Listco and its Singapore-incorporated subsidiaries since the financial year ended 30 June 2011 and was last re-appointed at the annual general meeting of the Prior Listco held on 31 October 2023. If appointed by the Company at the Annual General Meeting, Moore Stephens LLP and Moore Australia Audit (WA) will jointly audit the financial statements of the Company and Moore Stephens LLP will continue to audit the Singapore-incorporated subsidiary of the Group.

Moore Stephens LLP

Moore Stephens LLP has been established in Singapore for more than 30 years. They are a member firm of Moore Global Network Limited, which is regarded as one of the world's leading accounting and consulting associations with approximately 558 offices in 114 countries and more than 37,000 partners and professionals.

Moore Stephens LLP provides services to a diverse range of clients, from large corporations, listed companies to private businesses, entrepreneurs and individuals across a broad array of industry sectors.

For more information on Moore Stephens LLP, please visit <https://www.mooresingapore.com/>.

Audit partner-in-charge

The audit partner-in-charge is Chong Jia Yun, Michelle. She is a practicing member of the Institute of Singapore Chartered Accountants and a public accountant registered with ACRA, with more than 15 years of experience in audit and assurance.

She has been involved in the audits of both private and public sectors including listed company audits. She has also been involved in transaction services and reporting accountant assignments in several jurisdictions.

Her exposure to industry sectors includes shipping, construction, manufacturing and risk management industries both on a regional as well as on an international basis.

Chong Jia Yun, Michelle is assisted by a team of over 50 audit professionals, comprising directors, managers and associates, in performing the audit. The engagement team includes an engagement quality review control reviewer, who is an experienced partner, to ensure that the engagement team is providing independent and objective viewpoints on the audit and to ensure audit quality.

Moore Stephens LLP are Chartered Accountants of Singapore registered with ACRA and are approved under the Singapore Accountants Act and the audit partner-in-charge assigned to the

LETTER TO SHAREHOLDERS

audit of the Company is a public accountant under the Singapore Accountants Act. Accordingly, Moore Stephens LLP fulfils the requirements imposed by Rule 712(2)(a) of the SGX-ST Listing Manual.

2.4 Requirements under Rule 712 of the SGX-ST Listing Manual

The Audit Committee and the Board, having considered various factors, including but not limited to, the following:

- (a) the Audit Quality Indicators Disclosure Framework issued by ACRA;
- (b) the adequacy of the resources and experience of Moore Australia Audit (WA) and Moore Stephens LLP and the respective audit engagement partner assigned to the audit as noted in Sections 2.2 and 2.3 of this Appendix;
- (c) other audit engagements of Moore Australia Audit (WA) and Moore Stephens LLP;
- (d) the Group's audit requirements, the size and complexity of the Group;
- (e) the number and experience of supervisory and professional staff of Moore Australia Audit (WA) and Moore Stephens LLP to be assigned to the audit; and
- (f) the requirements under Rule 712(2A) of the SGX-ST Listing Manual. In particular, as mentioned in Section 2.1 of this Appendix, upon the approval of the Shareholders at the Annual General Meeting for the Proposed Appointment of Joint Auditors, the Company will be in compliance with Rule 712(2A) of the SGX-ST Listing Manual,

are of the opinion that Rule 712 of the SGX-ST Listing Manual will be complied with.

2.5 Requirements under Rule 715 of the SGX-ST Listing Manual

As at the Latest Practicable Date, save for the Prior Listco, which is a Singapore-incorporated subsidiary of the Group and Civmec Construction and Engineering Africa Ltd¹, which is incorporated in Mauritius, the other subsidiaries of the Group are incorporated in Australia.

Upon obtaining the approval of Shareholders at the Annual General Meeting for the Proposed Appointment of Joint Auditors, Moore Australia Audit (WA) and Moore Stephens LLP will jointly audit the financial statements of the Company. Moore Australian Audit (WA) will continue to audit the Australian-incorporated subsidiaries of the Group and Moore Stephens LLP will continue to audit the Singapore-incorporated subsidiary of the Group. Moore Australia Audit (WA) has been the auditors of the Australian-incorporated subsidiaries of the Prior Group since the financial year ended 30 June 2010 and Moore Stephens LLP has been the auditors of Prior Listco and its Singapore-incorporated subsidiaries since the financial year ended 30 June 2011. The financial statements of Civmec Construction and Engineering Africa Ltd will continue to be reviewed by Moore Australian Audit (WA) for the purpose of consolidation.

As at the Latest Practicable Date, the Group does not have any significant associated companies.

¹ Civmec Construction and Engineering Africa Ltd is currently placed in liquidation in order to be wound up during the financial year ending 30 June 2025.

LETTER TO SHAREHOLDERS

In view of the above, the Audit Committee and the Board, are of the opinion that Rule 715 of the SGX-ST Listing Manual will be complied with.

3. CONFIRMATIONS

In compliance with Rule 1203(5) of the SGX-ST Listing Manual:

- (a) in respect of Rules 1203(5)(a) and 1203(5)(b) of the SGX-ST Listing Manual, the approval sought from the Shareholders at the Annual General Meeting is not in relation to any outgoing auditors;
- (b) the Company confirms that it is not aware of any circumstances in relation to the Proposed Appointment of Joint Auditors that need to be brought to the attention of the Shareholders;
- (c) the Company confirms that it is and will be in compliance with Rule 712 and 715 of the SGX-ST Listing Manual in relation to the Proposed Appointment of Joint Auditors; and
- (d) the reasons for the Proposed Appointment of Joint Auditors, including the explanation that the proposed appointment of Moore Australia Audit (WA) and Moore Stephens LLP as joint auditors of the Company is to meet the requirements in Rule 712(2A) of the SGX-ST Listing Manual, are disclosed in Section 2.1 of this Appendix.

4. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed the Proposed Appointment of Joint Auditors, and after taking into account the suitability of Moore Australia Audit (WA) and Moore Stephens LLP, the various factors set out above, the Group's audit requirements and the relevant requirements under the SGX-ST Listing Manual, recommends the Proposed Appointment of Joint Auditors.

5. RECOMMENDATION BY THE DIRECTORS

The Directors, having considered, *inter alia*, the Audit Committee's recommendations and the rationale and information relating to the Proposed Appointment of Joint Auditors, in particular, the factors set out in Section 2 of this Appendix and the relevant requirements under the SGX-ST Listing Manual, are satisfied that Moore Australia Audit (WA) and Moore Stephens LLP will be able to meet the audit requirements of the Group and are of the opinion that the Proposed Appointment of Joint Auditors is in the interests of the Company, and accordingly recommend that Shareholders vote in favour of Ordinary Resolution 2 in relation to the Proposed Appointment of Joint Auditors, as set out in the Notice of AGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS, DEPOSITORS AND INVESTORS HOLDING SHARES THROUGH RELEVANT INTERMEDIARIES

6.1 Shareholders

A shareholder entitled to attend and vote is entitled to appoint not more than two (2) proxies. Where more than one (1) proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two (2) proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder.

LETTER TO SHAREHOLDERS

A shareholder cannot lodge a direct vote and appoint a proxy for the same voting rights.

A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:

- (a) the full name of the body corporate appointed as proxy; and
- (b) the full name or title of the individual representative of the body corporate to attend the Annual General Meeting.

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit (subject to any voting exclusion statements that apply). The Chair intends to vote all available proxies in favour of each resolution proposed in the Notice of AGM. If you do not mark a box next to any resolution then by completing and submitting the Proxy Form, you will be expressly authorising the Chair to vote as they see fit in respect of such Resolution, even when a resolution is directly or indirectly connected to the remuneration of a Director.

Proxy Forms must be signed by a shareholder or the member's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.²

A Proxy Form is attached to the Notice of AGM. If required, the Proxy Form should be completed and signed (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority). Proxy Forms must be returned to Computershare Investor Services Pty Limited in accordance with the instructions set out in the Proxy Form by no later than 48 hours before the time for holding the Annual General Meeting (that is, by 10:30am (AWST/Singapore time) on 28 October 2024). You may lodge your Proxy Form:

- (a) electronically via www.investorvote.com.au;
- (b) by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001, Australia.

A shareholder or proxy which is a corporation and is entitled to attend and vote at the Annual General Meeting may appoint an individual to act as its corporate representative to vote at the Annual General Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Annual General Meeting evidence of their appointment unless it has previously been provided to Computershare Investor Services Pty Ltd.

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint an attorney to attend and vote at the Annual General Meeting on the shareholder's behalf. An attorney need not themselves be a shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing

² Subject to change if Proxy Forms are submitted electronically.
Annexure C

LETTER TO SHAREHOLDERS

one. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

6.2 Depositors

Depositors are not recognised as shareholders of the Company and would not be accorded the full rights of shareholders. In particular, as Depositors holding Shares through CDP are not recognised as shareholders of the Company, they do not have a right to vote in person at the Annual General Meeting. In order for Depositors to exercise the votes attaching to the Shares they beneficially own, Depositors must provide their voting instructions to CDP (see below).

A voting instruction form in relation to the Annual General Meeting will be despatched to each Depositor. Please note that:

- (a) Depositors who wish to vote will need to complete and return the voting instructions form to CDP before the time appointed for the Annual General Meeting in accordance with the instructions therein (by 10.30am (AWST/Singapore time) on 23 October 2024), and CDP will in turn authorise [Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd)] (the “**Singapore Share Registrar**”) to, for and on behalf of CDP, collect directly from the Depositors their voting instruction(s) for collation (such voting instructions as collated, the “**Collated Voting Instruction Results**”) and submit such Collated Voting Instruction Results to CDP. Depositors may indicate in their voting instructions forms the respective number of votes, which are attached to the Shares they beneficially own, they wish to cast “for”, “against” or “abstain” in respect of each resolution to be tabled at the Annual General Meeting;
- (b) CDP will thereafter complete the Proxy Form in respect of the Annual General Meeting based on the Collated Voting Instruction Results and submit the completed Proxy Form, by no later than 10.30am (AWST/Singapore time) on 23 October 2024, and appoint the chairman of the AGM as proxy of CDP to vote at the AGM via email to the Australian Share Registrar; and
- (c) CDP shall be entitled to rely on the Collated Voting Instruction Results submitted to CDP by the Singapore Share Registrar and act upon the same without any further verification or confirmation with the Singapore Share Registrar.

Depositors are permitted to attend the Annual General Meeting in person. A Depositor who attends the Annual General Meeting has the right to speak (but not vote in person) at the Annual General Meeting.

6.3 Investors holding Shares through relevant intermediaries

Investors who hold Shares through relevant intermediaries may exercise their votes by instructing their relevant intermediaries to specify their voting instructions in accordance with the instructions and timeline stipulated by the relevant intermediaries. The relevant intermediaries will in turn collate the respective aggregate number of votes cast “for”, “against” and “abstain” they have received in respect of each resolution to be tabled at the Annual General Meeting and provide their clients’ voting instructions by completing and submitting the voting instructions form. For the avoidance of doubt, a relevant intermediary may indicate in their voting instruction form to be submitted the respective aggregate number of votes cast “for”, “against” and “abstain” in respect of each resolution to be tabled at the Annual General Meeting.

LETTER TO SHAREHOLDERS

Investors who hold Shares through relevant intermediaries are, however, permitted to attend the Annual General Meeting in person. Such investors who hold Shares through relevant intermediaries attending the Annual General Meeting have the right to speak (but not vote in person) at the Annual General Meeting.

7. CONSENTS

Each of Moore Australia Audit (WA) and Moore Stephens LLP has given and has not withdrawn its consent to the issue of this Appendix with the inclusion of its name and all references thereto, in the form and context in which they appear in this Appendix.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix, and confirm after making all reasonable enquires that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Appointment of Joint Auditors and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this Appendix in its proper form and context.

9. DOCUMENTS FOR INSPECTION

A copy of the following documents may be inspected at the registered office of the Company located at 16 Nautical Drive, Henderson, Western Australia 6166 or the registered office of the Singapore Share Registrar at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 during normal business hours from the date of this Appendix up to the date of the forthcoming Annual General Meeting:

- (a) the Annual Report 2024;
- (b) the constitution of the Company;
- (c) the Notice of Nomination from Moore Australia Audit (WA) and Moore Stephens LLP; and
- (d) the Consent to Act from Moore Australia Audit (WA) and Moore Stephens LLP.

Yours faithfully
For and on behalf of

CIVMEC LIMITED

James Finbarr Fitzgerald
Executive Chairman

DEPOSITORS' VOTING INSTRUCTIONS FORM FOR ANNUAL GENERAL MEETING

CIVMEC LIMITED
(Incorporated in Australia)
(ACN 672 407 171)

DEPOSITORS' VOTING INSTRUCTIONS FORM FOR ANNUAL GENERAL MEETING

IMPORTANT:

1. The Annual General Meeting (the "AGM") of Civmec Limited (the "Company") will be held in Singapore at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 (the "Physical Meeting") and using virtual meeting technology (the "Virtual Meeting") on 30 October 2024 at 10.30 a.m..

2. Arrangements relating to:

(a) in-person attendance at the AGM by Depositors, including CPFIS Members and SRS Investors;

(b) attendance (but not voting) at the AGM by Depositors, including CPFIS Members and SRS Investors using virtual meeting technology (including arrangements to pre-register at the pre-registration website at the URL <https://meetnow.global/M6G6KYA>; and

(c) submission of questions by Depositors, including CPFIS Members and SRS Investors, in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM,

are set out in the Company's announcement dated 30 September 2024. This announcement may be accessed at the Company's website at the URL: <https://www.civmec.com.au/investors/>, the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and the ASX Online at the URL: <https://www.asx.com.au/markets/company/cvl>.

3. Depositors are not recognised as shareholders of the Company and cannot vote in person at the AGM. In order to vote, a Depositor will need to do so by completing, signing and returning this voting instructions form in accordance with the instructions. This voting instructions form gives your voting instructions to The Central Depository (Pte) Limited ("CDP"), and CDP will in turn authorise the Singapore Share Registrar to, for and on behalf of CDP, collect directly from Depositors their voting instructions for collation (such voting instructions as collated, the "Collated Voting Instructions Results") and submit such Collated Voting Instructions Results to CDP. CDP will thereafter complete the proxy form in respect of the AGM based on the Collated Voting Instructions Results and submit the completed proxy form, prior to the closure time for proxy appointment, and appoint the chairman of the AGM as proxy of CDP to vote at the AGM. CDP shall be entitled to rely on the Collated Voting Instructions Results submitted to CDP by the Singapore Share Registrar and act upon the same without any further verification or confirmation with the Singapore Share Registrar. Depositors who wish to vote will need to return this voting instruction form in accordance with the instructions to the Singapore Share Registrar no later than 10:30 a.m on 23 October 2024 to give the Singapore Share Registrar enough time to collate and submit the Collated Voting Instructions Results to CDP as noted above.

4. For CPF/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this voting instructions form for AGM is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding how they may specify their voting instructions to the CPF Agent Banks/SRS Operators for collation.

5. All capitalised terms used in this voting instructions form which are not defined herein shall bear the same meanings ascribed to them in the Notice of AGM dated 30 September 2024.

6. Please read this voting instruction form and the notes set out herein carefully before completing the voting instructions form. It is the Depositor's responsibility to ensure that this voting instruction form is properly completed (including that it has been duly signed).

*I/We,		(Name)		(NRIC / Passport / Co. Registration Number)
of				(Address)

being a Depositor of **CIVMEC LIMITED** (the "Company"), hereby direct The Central Depository (Pte) Limited ("CDP") to vote for, vote against or abstain from voting on the resolutions to be proposed at the AGM to be held in Singapore at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 and using virtual meeting technology on 30 October 2024 at 10:30 a.m. and at any adjournment thereof, as indicated hereunder.

Important Note: You can direct CDP to vote for or against or abstain from voting on the following resolutions by indicating your directions in the appropriate box below. **You should specifically direct CDP on how you wish to vote for or vote against (or abstain from voting on) the following resolutions set out below. CDP will vote as directed. In respect of each resolution, please note that if you do not mark any of the 'FOR', 'AGAINST' or 'ABSTAIN' box, it will be taken that you have directed CDP to vote 'FOR' that particular resolution.**

By completing and executing this voting instructions form, the undersigned hereby (a) authorises the Singapore Share Registrar, acting for and on behalf of CDP, to collect and collate your voting instructions set out in this voting instructions form and submit the Collated Voting Instructions Results to CDP; (b) authorises CDP to complete the proxy form for the AGM based on the Collated Voting Instructions Results and appoint the Chair of the AGM as proxy of CDP to vote at the AGM; and (c) acknowledges

and agrees that CDP shall be entitled to rely on the Collated Voting Instructions Results submitted to CDP by the Singapore Share Registrar and act upon the same without any further verification or confirmation with the Singapore Share Registrar.

The resolutions put to vote at the AGM shall be decided by way of poll⁽¹⁾.

No.	Resolution	Number of votes FOR ⁽²⁾	Number of votes AGAINST ⁽²⁾	Number of votes ABSTAIN ⁽³⁾
1.	Adoption of Remuneration Report			
2.	Appoint joint auditors			
3.	Re-election of Director – Mr James Finbarr Fitzgerald			
4.	Re-election of Director – Mr Patrick John Tallon			
5.	Re-election of Director – Mr Kevin James Deery			
6.	Election of Director – Mr Ambrose Law			
7.	Election of Director – Ms Ong Beng Hong			
8.	Election of Director – Mr Gary Gray			
9.	Approve fees of non-executive directors			
10.	Authority to allot and issue shares			
11.	Grant of Performance Rights to Kevin James Deery			

⁽¹⁾ Voting will be conducted by poll.

⁽²⁾ If you wish for CDP to cast all your votes “**For**” or “**Against**” a resolution, please tick (✓) within the “**For**” or “**Against**” box provided in respect of that resolution. Alternatively, please indicate the number of votes “**For**” or “**Against**” in the “**For**” or “**Against**” box provided in respect of the resolutions.

⁽³⁾ If you wish for CDP to abstain from voting on the resolution, please tick (✓) within the “**Abstain**” box provided in respect of the resolutions. Alternatively, please indicate the number of votes that CDP is directed to abstain from voting in the “**Abstain**” box provided in respect of the resolutions.

Dated this day of 2024.

Total Number of shares held in:	No. of Shares
CDP Register	

Signature(s) of Depositor(s) or
Common Seal of Depositor (if an entity)

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of shares. If no number is inserted, this voting instruction form shall be deemed to relate to all the shares held by you.
2. The voting instruction form, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be returned to the Singapore Share Registrar, in the following manner:
 - (a) if submitted personally or by post, be deposited at the office of the Singapore Share Registrar at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
 - (b) if submitted electronically, be submitted via electronic mail to sg.is.proxy@sg.tricorglobal.com enclosing a signed PDF copy of the voting instructions form,

and in each case, by **10:30 a.m. on 23 October 2024**.

3. Completion and return of this voting instruction form does not preclude a Depositor from attending in person and speaking at the AGM. For the avoidance of doubt, a Depositor attending the AGM has the right to speak (but not vote in person) at the AGM.
4. The voting instruction form must, if submitted personally or by post, or electronically via email, be signed under the hand of the appointor or his/her attorney duly authorised in writing. Where the voting instruction form is executed by a corporation, it must, if submitted personally or by post, or electronically via email, be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney. Where a voting instruction form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the voting instruction form is submitted personally or by post, be lodged with the voting instruction form or, if the voting instruction form is submitted electronically via email, be emailed with the voting instruction form, failing which the voting instruction form may be treated as invalid.
5. The Company, CDP and/or the Singapore Share Registrar shall be entitled to reject a voting instruction form if it is incomplete, improperly completed, illegible or where the true intentions of the Depositor are not ascertainable from the instructions of the Depositor specified in the voting instruction form (including any related attachment). It is the Depositor's responsibility to ensure that this voting instruction form is properly completed (including that it has been duly signed). In addition, in the case of Shares entered in the Depository Register, the Company, CDP and/or the Singapore Share Registrar may reject any voting instruction form submitted if the relevant Depositor is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by CDP to the Company. Any decision to reject this voting instruction form on the grounds that it is incomplete, improperly completed or illegible will be final and binding and none of the Company, CDP and the Singapore Share Registrar accepts any responsibility for the consequences of such a decision.
6. By submitting this voting instruction form, the Depositor accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 30 September 2024.

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30 September 2024

REQUEST FOR HARD COPY ANNUAL REPORT

Dear Shareholders,

As part of Civmec Limited's commitment to sustainability, we have discontinued the practice of mailing Civmec's Annual Reports to shareholders. Instead, Civmec's Annual Report for the financial year ended 30 June 2024 ("Annual Report 2024") will be available for download from Civmec's corporate website from the date of this letter.

The Annual Report 2024 may be accessed using this QR code or from <https://www.civmec.com.au/investors/annual-reports/>



The document may also be accessed at the SGX website at the URL <https://www.sgx.com/securities/companyannouncements>.

We sincerely hope that you will join our sustainability efforts and embrace e-communications. However, if you still wish to receive a printed copy of the Annual Report 2024, please register your request using the QR code on the right or alternatively complete the Request Form below and submit your completed Request Form by email to investor@civmec.com.au, no later than 13 October 2024. All previous requests for printed Annual Reports will be disregarded.



By completing and submitting the Request Form to us, you agree and acknowledge that we and/or our service provider(s) may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

REQUEST FORM

To: Civmec Limited

Please send me a printed copy of the Civmec Annual Report 2024.

Name(s) of Shareholder(s): _____

Company Registration Number (if applicable): _____

Mailing Address: _____

E-mail address: _____

Signature(s): _____ Date: _____

FOLD ALONG THIS LINE

**AFFIX
STAMP**

The Company Secretary
CIVMEC LIMITED
9 Raffles Place
#26-01 Republic Plaza
Singapore 048619

FOLD ALONG THIS LINE