
NOTICE OF EXTRAORDINARY GENERAL MEETING

AUSGROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200413014R)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of AusGroup Limited (the “**Company**”) will be held by way of electronic means on 12 August 2022 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 28 July 2022 (the “**Circular**”).*

ORDINARY RESOLUTION:

THE PROPOSED SALE AND LEASEBACK

That:

- (a) approval be and is hereby given for the Proposed Sale and Leaseback, on the terms and subject to the conditions set out in the Agreement, and any other transactions and/or ancillary documents contemplated under the Agreement;
- (b) the directors of the Company (the “**Directors**”) or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Proposed Sale and Leaseback as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Sale and Leaseback be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD
AUSGROUP LIMITED

Shane Francis Kimpton
Managing Director and Chief Executive Officer

28 July 2022

Notes:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice will not be sent to members. Instead, this notice will be sent to members by electronic means via publication on the Company's website at the URL <https://www.ausgrouppltd.com> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Please refer to Section 12 of the Circular for further details on the alternative arrangements and actions to be taken by Shareholders for participation at the EGM.

“Live” audio-visual and “live” audio-only stream:

2. Shareholders (including CPF and SRS investors) or their duly appointed proxies will be able to observe and/or listen to the EGM proceedings through the “live” audio-visual webcast or “live” audio-only stream. To do so, Shareholders

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will need to register at <https://conveneagm.com/sg/ausgroupegm> (the “**Registration Link**”) by 3.00 p.m. on 9 August 2022 (the “**Registration Deadline**”) to enable the Company to verify their status.

3. Following verification, authenticated Shareholders or their duly appointed proxies will receive an email by 3.00 p.m. on 11 August 2022 containing instructions on how to access the live audio-visual webcast or live audio-only stream of the EGM proceedings.
4. Shareholders must not forward the abovementioned instructions to persons who are not shareholders of the Company and who are not entitled to attend the EGM.
5. Shareholders who register by the Registration Deadline but do not receive an email response by 3.00 p.m. on 11 August 2022, should email support@conveneagm.com.

Voting at the EGM:

6. Voting for the resolution will be conducted by a poll. Voting at the EGM may be carried out in one of the two ways as set out below:
 - (a) (where the member is an individual) vote “live” via electronic means at the EGM, or (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote “live” via electronic means at the EGM on his/her/its behalf; or
 - (b) (where the member is an individual or a corporate) submit a Proxy Form (in advance of the EGM) appointing the Chairman of the EGM to cast votes, or abstain from voting, on their behalf. Please note that the proxy must be directed, i.e., the shareholder must indicate for the resolution whether the Chairman of the EGM is directed to vote “for” or “against” or “abstain” from voting.
7. The Chairman of the EGM, as proxy, need not be a member of the Company.
8. Shareholders who wish to submit instruments appointing a proxy(ies) must do so by downloading, completing and signing the Proxy Form in accordance with the instructions printed thereon, which have been uploaded together with the Notice of EGM and this Circular on SGXNet and the Company’s website at <https://www.ausgrouppltd.com>. The Proxy Form can be submitted to the Company in the following manner:
 - (a) if sent by post, to the office of the Company’s Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar, M & C Services Private Limited, at gpb@mncsingapore.com, or via the online process through the Registration Link,

in either case by 3.00 p.m. on 9 August 2022, being 72 hours before the time fixed for the holding of the EGM. **Shareholders are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the Registration Link.**

9. CPF or SRS investors:
 - (a) may vote live and online (in real time) at the EGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 3.00 p.m. on 2 August 2022, being at least seven (7) working days before the EGM.

Submission of questions:

10. Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who participate by way of observing the “live” audio-visual webcast or “live” audio-only stream of the EGM proceedings may ask text-based questions live and online (in real time) during the EGM, by typing in and submitting their questions via the “live” chat function via the online platform hosting the audio-visual webcast.
11. The Directors will endeavour to address as many substantial and relevant questions submitted online as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that questions individual responses will not be sent to Shareholders.

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12. Alternatively, Shareholders (including CPF and SRS investors) may pre-submit questions relating to the Ordinary Resolution proposed as set out in the Notice of EGM by (a) email to egm@ausgrouppltd.com, or (b) submitting by post to the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902, or (c) the Registration Link, by 3.00 p.m. on 5 August 2022.
13. For questions submitted in advance of the EGM, the Company will provide responses to all questions which are substantial and relevant to the Ordinary Resolution by publication on the SGXNET and the Company's website at <https://www.ausgrouppltd.com> by 3.00 p.m. on 7 August 2022, which at least 48 hours prior to the closing date and time for the lodgment of the proxy forms to facilitate Shareholders' votes and to allow Shareholders to make an informed decision on the Ordinary Resolution to be tabled at the EGM.
14. The Company will also publish the minutes of the EGM (which will include all responses to questions which are substantial and relevant to the agenda of the EGM, whether submitted via email in advance of the EGM or live and online during the EGM) on the SGXNET and the Company's website within one month after the date of the EGM.

Relevant intermediaries:

15. Investors who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the EGM by (a) observing or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions live and online (in real time) during the EGM or in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF agent banks and SRS operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

Personal data privacy:

16. By (a) submitting the Proxy Form appointing the Chairman of the EGM to attend, speak and vote at the EGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this notice, or (c) submitting any question prior to the EGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the following purposes:
 - (i) processing, administration and analysis by the Company (or its agents or service providers) of Proxy Forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof);
 - (ii) processing of the pre-registration for purposes of granting access to members to the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings and providing them with any technical assistance where necessary;
 - (iii) addressing substantial and relevant questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
 - (iv) preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the EGM (including any adjournment thereof); and
 - (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.