

Notice of Annual General Meeting 2024

SG FLEET GROUP LIMITED ABN 40 167 554 574

Notice is given that the Annual General Meeting of SG Fleet Group Limited (the **Company**) will be held virtually on **Tuesday, 22 October 2024** commencing at **3.00 pm AEDT**.

Shareholders can participate in the meeting using the online platform at <https://web.lumiagm.com/349-998-654> via a computer or mobile device. Relevant instructions are included in the Online Shareholders' Meeting Guide 2024 annexed to this Notice of Meeting and marked Annexure A.

Shareholders are strongly encouraged to lodge their Voting Forms prior to 3.00 pm AEDT on Sunday, 20 October 2024, whether or not they are planning to participate in the virtual meeting.

The Company also encourages shareholders to send any questions relating to the AGM and its resolutions to investorenquiries@sgfleet.com prior to the meeting in order to assist with the provision of timely responses.

SG FLEET GROUP LIMITED ABN 40 167 554 574

Business of the Meeting

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2024.

2. Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2024 be adopted".

Note: A voting exclusion statement applies to this resolution. The vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Edwin Jankelowitz

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

"That Edwin Jankelowitz, who retires by rotation and being eligible, be re-elected as a Director of the Company".

4. Re-election of Tex Gunning

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

"That Tex Gunning, who retires by rotation and being eligible, be elected as a Director of the Company".

5. Ratification of Appointment of KPMG as Company Auditor

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

"That, having received ASIC consent for EY to resign as the auditor of the Company, and KPMG, having been nominated by a shareholder and consenting in writing to act in the capacity of Auditor of the Company, for the purposes of sections 327B and 327C of the *Corporations Act 2001* (Cth) and for all other purposes, Shareholders ratify the appointment of KPMG as auditor of the Company and that the Directors be authorised to fix the remuneration of the auditor."

6. Grant of Options and Performance Rights to the Chief Executive Officer

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, to grant the Company's Chief Executive Officer, Robbie Blau, Options and Performance Rights (to a maximum value of \$770,769) as his long-term incentive award for the financial year ended 30 June 2024 under the Company's Equity Incentive Plan, on the terms set out in the Explanatory Notes to this Notice of Meeting."

Note: A voting exclusion statement applies to this resolution.

7. Grant of Options and Performance Rights to the Chief Financial Officer

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, to grant the Company's Chief Financial Officer, Kevin Wundram, Options and Performance Rights (to a maximum value of \$289,655) as his long-term incentive award for the financial year ended 30 June 2024 under the Company's Equity Incentive Plan, on the terms set out in the Explanatory Notes to this Notice of Meeting."

Note: A voting exclusion statement applies to this resolution.

8. Further information about each Resolution of business is set out in the Explanatory Notes accompanying and forming part of this Notice of Meeting

Voting Exclusions

Resolution 2 (Remuneration Report)

In accordance with the *Corporations Act 2001* (Cth) (Corporations Act), the Company will disregard any votes cast on Resolution 2:

- (a) by or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report and their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast; and
- (b) as a proxy by a person who is a member of the KMP on the date of the Annual General Meeting and their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Resolution 2:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to vote as the proxy decides, even though Resolution 2 is connected with the remuneration of the Company's KMP.

Resolution 6 (Grant of Options and Performance Rights to the Chief Executive Officer)

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast:

- (a) in any capacity on Resolution 6 by or on behalf of Robbie Blau or any of his associates; and
- (b) as a proxy on Resolution 6 by a person who is a member of the KMP on the date of the Annual General Meeting and their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Resolution 6:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to vote as the proxy decides, even though the relevant Resolution is connected with the remuneration of the Company's KMP; 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:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

Resolution 7 (Grant of Options and Performance Rights to the Chief Financial Officer)

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast:

- (a) in any capacity on Resolution 7 by or on behalf of Kevin Wundram or any of his associates; and
- (b) as a proxy on Resolution 7 by a person who is a member of the KMP on the date of the Annual General Meeting and their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Resolution 7:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to vote as the proxy decides, even though the relevant Resolution is connected with the remuneration of the Company's KMP; 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:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

Dated 5 September 2024

By order of the Board

Tawanda Mutengwa
Company Secretary

Notes on Voting

Voting Entitlement

The Board has determined that persons who are registered as holding shares in the Company at 7.00 pm (AEDT) on Sunday, 20 October 2024 will be entitled to attend and vote at the Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this meeting will be conducted by poll, rather than a show of hands. On a poll, each shareholder present in person or by proxy has one vote for each fully paid ordinary share in the Company they hold.

Voting by proxy

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder, and may be an individual or a body corporate.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. Otherwise, each proxy will be entitled to exercise half of the shareholder's votes.

If you wish to appoint a proxy, please complete and submit the Proxy Form accompanying this Notice of Annual General Meeting, by following the instructions contained in the Proxy Form.

Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form, and are encouraged to do so.

Appointing a member of the KMP to act as your proxy

If a shareholder appoints a member of the Company's KMP (which includes Directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as proxy, they will not be able to cast the shareholder's votes on Resolution 2, unless they are directed how to vote on the relevant Resolution(s) or the Chairman of the Meeting is appointed as proxy.

If the Chairman of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default, and the shareholder does not mark a voting box for Resolution 2, then by completing and submitting the Proxy Form, the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant Resolution(s) as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution of business.

How to lodge a Proxy Form

Proxy Forms may be lodged with the Company's Share Registry in one of the following ways:

Online:

<https://www.votingonline.com.au/sgfagm2024>

Mail:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Hand delivery:

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000
Australia

Fax:

+61 2 9290 9655

To be effective, your Proxy Form (and any Power of Attorney or other authority under which it is signed or a certified copy), must be received no later than 48 hours prior to the Annual General Meeting (i.e. no later than **3.00pm (AEDT) on Sunday, 20 October 2024**).

Attorneys

Where a shareholder appoints an attorney to act on their behalf at the Meeting, this appointment must be made by a duly executed power of attorney. The power of attorney must be provided prior to admission to the Meeting.

Corporations

If a body corporate is a shareholder or a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with Section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

Evidence of the appointment of a corporate representative must be received prior to admission to the Meeting.

Explanatory Notes

These Explanatory Notes have been prepared to help shareholders understand the business to be put to shareholders at the 2024 Annual General Meeting.

Resolution 1 – Financial Report, Directors' Report and Auditor's Report

As required by the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2024 will be laid before the Annual General Meeting.

There is no requirement for shareholders to vote on this Resolution.

Shareholders will be provided with the opportunity to ask questions or raise comments about the Reports or the management of the Company. Also, a reasonable opportunity will be given to shareholders to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

Resolution 2 – Remuneration Report

Under the Corporations Act, the Company is required to submit its Remuneration Report for adoption by shareholders at the Annual General Meeting.

The Company's Remuneration Report for the financial period ended 30 June 2024 is set out in the Directors' Report which forms part of the Company's 2024 Annual Report, a copy of which was provided to shareholders with this Notice of Annual General Meeting.

The Remuneration Report discusses matters including the remuneration policy of the Company, the remuneration paid to Directors and executives who are members of the Company's KMP, and the relationship between remuneration of those Directors and executives and performance.

The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Board recommendation for Resolution 2

The Directors recommend that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Resolution 3 – Re-election of Mr Edwin Jankelowitz

Rule 8.1(d) of the Company's Constitution provides that a Director of the Company must not hold office (without re-election) past the third annual general meeting following the Director's last election or re-election.

As this is the third Annual General Meeting of the Company since Mr Jankelowitz was re-elected, he retires, and being eligible, offers himself for re-election.

The experience, qualifications and other information about Mr Jankelowitz are set out below.

Mr Jankelowitz was appointed to the Board in August 2015 as an Independent Non-Executive Director. He holds a Bachelor of Commerce from the University of the Witwatersrand, and is qualified as a Chartered Accountant (SA). He has spent over 40 years in corporate offices and has been Chairman of a number of listed companies. From July 1967 to November 1979, he was with Adcock Ingram Ltd in Head Office and was promoted over time to Group Company Secretary and then Finance Director. From January 1980 to March 1983, he was a consultant in business management and tax.

At Caxton Limited, from 1983 to 1997, he held the positions of Finance Director, Managing Director and then Chairman. Mr Jankelowitz was Finance Director of Metcash Trading Limited and Metcash Limited from May 1998 to January 2011, and a Non-Executive Director of the company until August 2015. He was also a member of the Income Tax Special Court in South Africa for 20 years (1977–1997).

Mr Jankelowitz is the Chairman of the Audit, Risk and Compliance Committee.

Board recommendation for Resolution 3

The Directors (Mr Jankelowitz abstaining) recommend that shareholders vote in favour of the re-election of Mr Jankelowitz as a Director.

Resolution 4 – Re-election of Mr Tex Gunning

Rule 8.1(c) of the Company's Constitution provides that a director appointed by the Board under rule 8.1(b), who is not a managing director, holds office until the conclusion of the next AGM following his or her appointment.

Mr Gunning was appointed to the Board as Non-Executive Director in September 2021, following the completion of the Acquisition of LeasePlan Australia Limited and LeasePlan New Zealand Limited by the Company (as disclosed to the ASX on 1 September 2021). In accordance with the Constitution, Mr Gunning holds office until the conclusion of this year's AGM, and being eligible, offers himself for election.

The experience, qualifications and other information about Mr Gunning are set out below.

Mr Gunning is an Economics graduate of Erasmus University. Tex previously served as the Chief Executive Officer and Chairman of the Managing Board of LeasePlan. Mr Gunning has also served on the supervisory board of TNT express from 2011–2013 to subsequently become the CEO of TNT Express between 2013 and 2016 which was later sold to Fedex in 2016. Mr Gunning has also served as CEO of Vedior between 2007 and 2008 after which the company was sold to Randstad. Subsequently, Mr Gunning led for five years the merger of the ICI paint division with Akzo paint, restructuring and selling the US business to PPG. Mr Gunning has 25 years of experience with Unilever, of which seven years as President East Asia Pacific. Mr Gunning currently serves as a supervisory board member of The Nexus Institute.

Explanatory Notes

Board recommendation for Resolution 4

The Directors (Mr Gunning abstaining) recommend that shareholders vote in favour of the election of Mr Gunning as a Director.

Resolution 5 – Ratification of Appointment of KPMG as the Company’s Auditor

In November 2023, the Board of SG Fleet appointed KPMG as auditor, following ASIC’s consent to the resignation of EY, in accordance with section 329(5) of the Corporations Act.

In accordance with section 327C of the Corporations Act, KPMG holds office until the Company’s next Annual General Meeting, being this meeting.

KPMG has conducted the audit of the Company’s financial statements for the financial year ended 30 June 2024. The Board has also noted that KPMG is registered as an auditor under section 1280 of the Corporations Act, and is a well-established firm, with the expertise and skill necessary to meet the Company’s requirements.

In accordance with section 328B of the Corporations Act, a notice in writing nominating KPMG as auditor has been given to the Company by a shareholder. A copy of the notice is included in this Notice of Meeting and set out in Annexure B.

The ratification of KPMG’s appointment will be by vote of shareholders as an ordinary resolution. KPMG has provided to the Company, and has not withdrawn its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

Board recommendation for Resolution 5

The Directors recommend that shareholders vote in favour of Resolution 5.

Resolutions 6 and 7 – Grant of Options and Performance Rights as FY2025 LTI award to Chief Executive Officer and Chief Financial Officer

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of securities to a director under an employee incentive scheme. The Company is seeking shareholder approval for the grant of Options and Performance Rights to Mr Robbie Blau, Chief Executive Officer (CEO), and to Mr Kevin Wundram, Chief Financial Officer (CFO), as their Long-Term Incentive (LTI) awards for FY2025 under the Company’s Equity Incentive Plan (Plan).

These LTI awards are designed to align the interests of the CEO and CFO with the interests of shareholders by providing the opportunity to receive an equity interest in the Company by granting Options and/or Performance Rights.

FY2025 LTI

Number of Performance Rights and Options	<p>CEO: Options and Performance Rights to a maximum value of \$770,769.</p> <p>CFO: Options and Performance Rights to a maximum value of \$289,655.</p> <p>The maximum number of Options to be granted to the CEO and CFO will be determined based on the formula: Long-term outperformance opportunity multiplied by the proportion to be allocated to Options divided by the fair value of the Options at the Grant Date.</p> <p>The maximum number of Performance Rights to be granted to the CEO and CFO will be determined based on the formula: Long-term outperformance opportunity multiplied by the proportion to be allocated to Performance Rights divided by the fair value of the Performance Rights at the Grant Date.</p>
Performance period	Three-year performance period commencing on 1 July 2024 and ending on 30 June 2027.
Vesting period	Vesting will occur on the date the results for the financial year ending 30 June 2027, and subject to approval by the Board.

Maximum number of Options and Performance Rights to be granted

The CEO’s long-term outperformance opportunity amounts to \$770,769 and the CFO’s long-term outperformance opportunity amounts to \$289,655.

In accordance with the terms of the Company’s Equity Incentive Plan, the CEO and CFO can elect to receive Options or Performance Rights or any combination of Options or Performance Rights up to their long-term outperformance opportunity.

Prior to the Grant Date, the CEO and CFO will determine the proportion of their long-term outperformance opportunity to be allocated to Options and the proportion to be allocated to Performance Rights.

The maximum number of Options to be granted to the CEO and CFO will be determined based on the formula: Long-term outperformance opportunity multiplied by the proportion to be allocated to Options divided by the fair value of the Options at the Grant Date.

The maximum number of Performance Rights to be granted to the CEO and CFO will be determined based on the formula: Long-term outperformance opportunity multiplied by the proportion to be allocated to Performance Rights divided by the fair value of the Performance Rights at the Grant Date.

The fair value of the Options and the Performance Rights will be determined by an independent expert.

Explanatory Notes

Example calculation of number of Performance Rights and Options to be allocated to the CEO and CFO

	CEO	CFO
Long-term Outperformance Opportunity	770,769	289,655
Proportion to be allocated to Performance Rights and Options (As selected by CEO and CFO)		
Performance Rights	25%	33%
Options	75%	67%
Amount to be allocated to Performance Rights and Options		
Performance Rights	192,692	95,586
Options	578,077	194,069
Independent Expert's valuation of Performance Rights and Options		
Performance Rights	2.16	2.16
Options	0.68	0.68
Number of instruments to be issued to CEO and CFO		
Performance Rights	89,209	44,253
Options	850,113	285,395

Issue price of Options and Performance Rights

As the Options and Performance Rights will form part of the CEO and the CFO's remuneration, they will be granted at no cost to the CEO and CFO.

Timing of awards of Options and Performance Rights

If shareholder approval is obtained, it is anticipated that the Options and Performance Rights will be granted to the CEO and CFO as soon as practicable after the 2024 AGM, and in any event no later than 12 months after the 2024 AGM.

Performance measures

70% of the LTI awards to the CEO and the CFO will be subject to a Financial Performance Measure and 30% to a Strategic Performance Measure.

The Financial Performance Measure is growth in Underlying Earnings Per Share (EPS). The Underlying EPS performance condition will be tested based on the compound annual growth rate (CAGR) of the Company's Underlying EPS over the three-year performance period.

Calculation of the CAGR of the Underlying EPS and achievement against the performance condition will be determined by the Nomination and Remuneration Committee in its absolute discretion, having regard to any matters that it considers relevant. In determining the Underlying EPS for this purpose the Nomination and Remuneration Committee intends to deduct the costs incurred by the Company in integrating the LeasePlan acquisition.

The percentage of Options and Performance Rights in each component that vest (and become exercisable, in the case of the Options), if any, will be determined by reference to the following vesting schedule, subject to any adjustments for abnormal or unusual profit items that the Nomination and Remuneration Committee, in its discretion, considers appropriate:

Company's CAGR of Underlying EPS over the Performance Period that applies to the relevant component	% of Options or Performance Rights in a component that vest (and become exercisable, in the case of Options)
Less than 5.4% CAGR	Nil
5.4% CAGR (threshold performance)	42.9%
Between 5.4% and 12.6% CAGR	42.9% to 100%
12.6% CAGR or above (Outperformance)	100%

Testing of each component is expected to occur shortly after the end of the relevant performance period. Any Options or Performance Rights that do not vest on the relevant test date will lapse and there is no retesting of the award.

The Strategic Performance Measure will be tested on the achievement of a defined set of strategic goals which have been set by the Board. The achievement or non-achievement of the Strategic Component will be assessed and determined by the Nomination and Remuneration Committee at the end of the performance period.

Vesting and exercise of Performance Rights and Options

Each Share Option and each Share Performance Right entitles the CEO and the CFO to one ordinary share in the Company on vesting (and exercise, in the case of Options), although the Board retains the discretion to pay a cash-equivalent payment instead where it considers it appropriate.

Options may be exercised up to the third anniversary of the vesting date and if they are not exercised by this time, they will lapse.

The exercise price of the Options will be the daily volume weighted average market price (VWAP) of the Company's shares traded on the ASX during the 10 days prior to the grant date of the Options. The exercise price is payable in cleared funds unless a "net settlement" (or cashless exercise) mechanism is approved by the Board. The commercial effect of the net settlement is that only the value net option profit will be provided in the form of fully paid ordinary shares or cash-equivalent payment.

Further details relating to the exercise price for the Options granted to the CEO and the CFO will be disclosed to the ASX in their respective Appendix 3Ys.

Explanatory Notes

Dividend and voting rights

Prior to vesting and exercise, Options and Performance Rights do not entitle the CEO or CFO to any dividends or voting rights.

Cessation of employment

Where the employment of the CEO or the CFO is terminated for cause or by resignation, all unvested Options and Performance Rights and vested but unexercised Options will automatically lapse, unless if the Board decides otherwise. In all other circumstances of cessation of employment, unvested Options and Performance Rights will remain on foot and subject to the original terms and vested but unexercised Options will be exercisable for three months from the date of cessation. However, the Board retains a discretion to lapse some or all of the unvested Options and Performance Rights in certain circumstances.

Change of control

Where there is a change of control event or the Board considers there is likely to be a change of control or an event that should otherwise be treated in accordance with the change of control rule in the Plan Rules, the Board has the discretion to determine that all or a specified number of a the CEO or the CFO's Options and Performance Rights vest, lapse or be forfeited. Where only some of the Options and Performance Rights are vested on a change of control, the remainder of the Options and Performance Rights will immediately lapse. If a change of control occurs before the Board exercises its discretion:

- a pro rata portion of unvested Options and Performance Rights will vest immediately and the Board retains a discretion to determine whether the remainder vest or lapse; and
- Vested but unexercised Options will remain exercisable for a period notified by the Board.

Preventing inappropriate or unfair benefits

The Options and Performance Rights are subject to forfeiture or "clawback" provisions that the Board may apply in certain circumstances to ensure that neither the CEO nor the CFO obtain an inappropriate or unfair benefit, for example, if there is a material misstatement in a Group company's accounts.

Additional information provided in accordance with ASX Listing Rule 10.14 and 10.15

- The CEO and the CFO are the only Directors (or associates of a Director) that are entitled to participate in the Equity Incentive Plan, and both fall under Listing Rule 10.14.1. For purposes of Listing Rule 10.15.4, details of their remuneration are set out in Annexure C of this Notice of Meeting.
- No loan will be made by the Company in relation to the acquisition of Options and Performance Rights by the CEO or the CFO.
- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the Options and Performance Rights granted to the CEO and the CFO and any shares issued pursuant to this approval will not use up any or part of the 15% available under ASX Listing Rule 7.1.

- If shareholder approval is obtained, the Company intends to grant Options and Performance Rights to the CEO and CFO as the Long-Term Incentive component of their annual remuneration for the financial year ended 30 June 2024. If shareholder approval is not obtained, it is intended that an equivalent award will be provided in cash, subject to the same performance and other conditions as described in these Explanatory Notes.
- For purposes of Listing Rule 10.15.5, details of any securities issued under the scheme are set out in Table 2 of Annexure C to this Notice of Meeting.
- Details of any securities issued under the scheme 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 Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Board recommendation for Resolutions 6 and 7

The Non-Executive Directors recommend that shareholders vote in favour of Resolutions 6 and 7.

Annexure A – Online Shareholders' Meeting Guide 2024

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/349-998-654 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 349-998-654

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 2:00pm (AEDT), 22nd October 2024

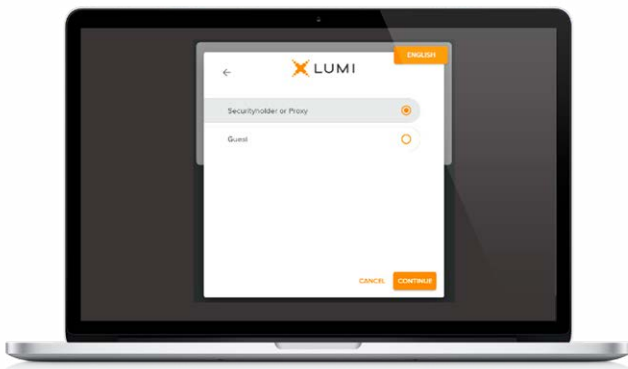
Using the Lumi AGM platform

ACCESS

The first page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select **"Shareholder or Proxyholder"**.

Guests should select **"Guest"**.



Credentials

Shareholders/Proxies

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for non-Australian residents, your **three-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

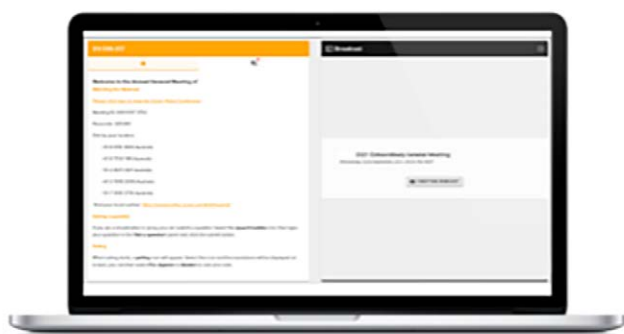
Annexure A – Online Shareholders' Meeting Guide 2024

Navigation

Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and open the virtual meeting.

A link to the virtual meeting will be provided on the home page. Click the link to open the meeting. The meeting will open in a separate browser tab on your device.

To Vote and ask Questions during the meeting, navigate back to the browser tab with the LUMI AGM platform open.

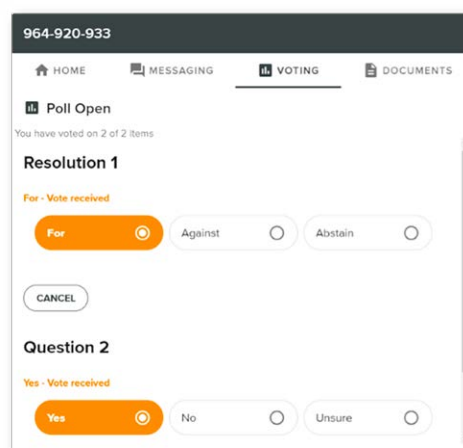


Voting

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

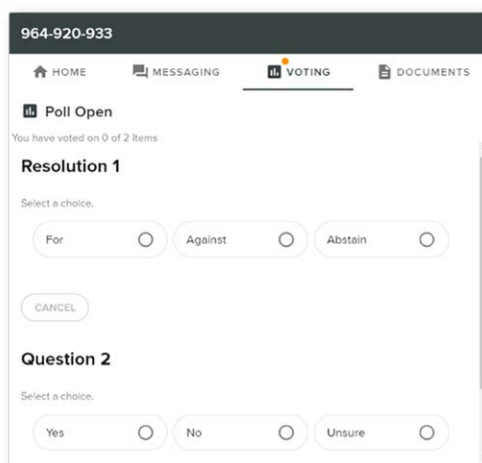


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



Annexure A – Online Shareholders' Meeting Guide 2024

Questions

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.

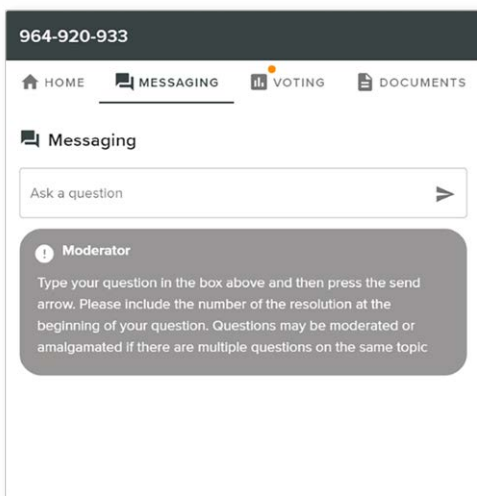


Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.

Meeting ID: 349-998-654

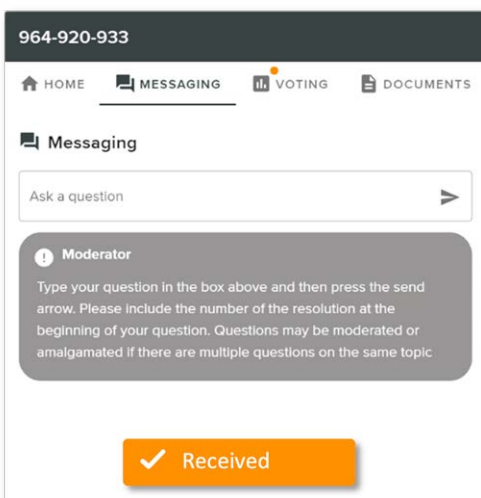
To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 2:00pm (AEDT), 22nd October 2024



Select the "Ask a Question" box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Annexure A – Country codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba	DZA	Algeria	LBR	Liberia	ROU	Romania
AFG	Afghanistan	ECU	Ecuador	LBY	Libyan Arab Jamahiriya	RUS	Russian Federation
AGO	Angola	EGY	Egypt	LCA	St Lucia	RWA	Rwanda
AIA	Anguilla	ERI	Eritrea	LIE	Liechtenstein	SAU	Saudi Arabia Kingdom Of
ALA	Aland Islands	ESH	Western Sahara	LKA	Sri Lanka	SDN	Sudan
ALB	Albania	ESP	Spain	LSO	Lesotho	SEN	Senegal
AND	Andorra	EST	Estonia	LTU	Lithuania	SGP	Singapore
ANT	Netherlands Antilles	ETH	Ethiopia	LUX	Luxembourg	SGS	Sth Georgia & Sth Sandwich Isl
ARE	United Arab Emirates	FIN	Finland	LVA	Latvia	SHN	St Helena
ARG	Argentina	FJI	Fiji	MAC	Macao	SJM	Svalbard & Jan Mayen
ARM	Armenia	FLK	Falkland Islands (Malvinas)	MAF	St Martin	SLB	Solomon Islands
ASM	American Samoa	FRA	France	MAR	Morocco	SCG	Serbia & Outlying
ATA	Antarctica	FRO	Faroe Islands	MCO	Monaco	SLE	Sierra Leone
ATF	French Southern	FSM	Micronesia	MDA	Republic Of Moldova	SLV	El Salvador
ATG	Antigua & Barbuda	GAB	Gabon	MDG	Madagascar	SMR	San Marino
AUS	Australia	GBR	United Kingdom	MDV	Maldives	SOM	Somalia
AUT	Austria	GEO	Georgia	MEX	Mexico	SPM	St Pierre And Miquelon
AZE	Azerbaijan	GGY	Guernsey	MHL	Marshall Islands	SRB	Serbia
BDI	Burundi	GHA	Ghana	MKD	Former Yugoslav Rep Macedonia	STP	Sao Tome And Principe
BEL	Belgium	GIB	Gibraltar	MLI	Mali	SUR	Suriname
BEN	Benin	GIN	Guinea	MLT	Mauritania	SVK	Slovakia
BFA	Burkina Faso	GLP	Guadeloupe	MMR	Myanmar	SVN	Slovenia
BGD	Bangladesh	GMB	Gambia	MNE	Montenegro	SWE	Sweden
BGR	Bulgaria	GNB	Guinea-Bissau	MNG	Mongolia	SWZ	Swaziland
BHR	Bahrain	GNQ	Equatorial Guinea	MNP	Northern Mariana Islands	SYC	Seychelles
BHS	Bahamas	GRC	Greece	MOZ	Mozambique	SYR	Syrian Arab Republic
BIH	Bosnia & Herzegovina	GRD	Grenada	MRT	Mauritania	TCA	Turks & Caicos Islands
BLM	St Barthelmy	GRL	Greenland	MSR	Montserrat	CD	Chad
BLR	Belarus	GTM	Guatemala	MTQ	Martinique	TGO	Togo
BLZ	Belize	GUF	French Guiana	MUS	Mauritius	THA	Thailand
BMU	Bermuda	GUM	Guam	MWI	Malawi	TJK	Tajikistan
BOL	Bolivia	GUY	Guyana	MYS	Malaysia	TKL	Tokelau
BRA	Brazil	HKG	Hong Kong	MYT	Mayotte	TKM	Turkmenistan
BRB	Barbados	HMD	Heard & McDonald Islands	NAM	Namibia	TLS	Timor -Leste
BRN	Brunei Darussalam	HND	Honduras	NCL	New Caledonia	TMP	East Timor
BTN	Bhutan	HRV	Croatia	NER	Niger	TON	Tonga
BUR	Burma	HTI	Haiti	NFK	Norfolk Island	TTO	Trinidad & Tobago
BVT	Bouvet Island	HUN	Hungary	NGA	Nigeria	TUN	Tunisia
BWA	Botswana	IDN	Indonesia	NIC	Nicaragua	TUR	Turkey
CAF	Central African Republic	IMN	Isle Of Man	NIU	Niue	TUV	Tuvalu
CAN	Canada	IND	India	NLD	Netherlands	TWN	Taiwan
CCK	Cocos (Keeling) Islands	IOT	British Indian Ocean Territory	NOR	Norway Montenegro	TZA	Tanzania United Republic of
CHE	Switzerland	IRL	Ireland	NPL	Nepal	UGA	Uganda
CHL	Chile	IRN	Iran	NRU	Nauru	UKR	Ukraine
CHN	China	IRQ	Islamic Republic of Iraq	NZL	New Zealand	UMI	United States Minor
CIV	Cote D'ivoire	ISM	Isle of Man	OMN	Oman	URY	Uruguay
CMR	Cameroon	ISL	Iceland	PAK	Pakistan	USA	United States of America
COD	Democratic Republic of Congo	ISR	Israel	PAN	Panama	UZB	Uzbekistan
COK	Cook Islands	ITA	Italy	PCN	Pitcairn Islands	VNM	Vietnam
COL	Colombia	JAM	Jamaica	PER	Peru	VUT	Vanuatu
COM	Comoros	JER	Jersey	PHL	Philippines	WLF	Wallis & Futuna
CPV	Cape Verde	JOR	Jordan	PLW	Palau	WSM	Samoa
CRI	Costa Rica	JPN	Japan	PNG	Papua New Guinea	YEM	Yemen
CUB	Cuba	KAZ	Kazakhstan	POL	Poland	YMD	Yemen Democratic
CYM	Cayman Islands	KEN	Kenya	PRI	Puerto Rico	YUG	Yugoslavia Socialist Fed Rep
CYP	Cyprus	KGZ	Kyrgyzstan	PRK	Dem Peoples Republic of Korea	ZAF	South Africa
CXR	Christmas Island	KHM	Cambodia	PRT	Portugal	ZAR	Zaire
CZE	Czech Republic	KIR	Kiribati	PRY	Paraguay	ZMB	Zambia
DEU	Germany	KNA	St Kitts And Nevis	PSE	Palestinian Territory Occupied	ZWE	Zimbabwe
DJI	Djibouti	KOR	Korea Republic of	PYF	French Polynesia		
DMA	Dominica	KWT	Kuwait	QAT	Qatar		
DNK	Denmark	LAO	Laos	REU	Reunion		
DOM	Dominican Republic	LBN	Lebanon				

Annexure B – Notice of Nomination of Auditor

14 August 2024

The Company Secretary
SG Fleet Group Limited
Level 2, Building 3, 20 Bridge Street
PYMBLE, NSW 2073

To the Company Secretary

For the purposes of Section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), We, MDJZ Fernandes Pty Ltd being a member of SG Fleet Group Limited hereby nominate KPMG as auditor of the company at the Annual General Meeting to be held on Tuesday, 22 October 2024.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act

Signed and dated 14 August 2024



David Fernandes
Director

Annexure C

Table 1 – Details of Directors’ current total remuneration package

	Cash salary and fees \$	Current year bonus \$	Non Monetary \$	Super-annuation \$	Leave benefits \$	Deferred bonus equity settled \$	Other equity settled \$	Total \$
Mr Blau	1,200,737	969,619	–	27,399	97,951	39,093	673,335	3,008,134
Mr Wundram	635,711	364,001	–	27,399	45,906	22,681	255,047	1,350,745

Table 2 – Details of securities previously issued under the scheme

Grant date	Mr Blau	Mr Wundram	Vested/Lapsed
17 October 2023 (FY2024 Long Term Incentives)	299,626 Options 269,227 Performance Rights	112,364 Options 100,964 Performance Rights	Vesting will occur on the date the results for the financial year ending 30 June 2026, and subject to approval of the Board
25 October 2022 (FY2023 Long-Term Incentives)	867,705 Options 94,349 Performance Rights	335,091 Options 36,436 Performance Rights	Vesting will occur on the date the results for the financial year ending 30 June 2025, and subject to approval of the Board
26 October 2021 (FY2022 Long-Term Incentives)	723,551 Options 64,186 Performance Rights	271,332 Options 24,070 Performance Rights	Vested
27 October 2020 (FY2021 Long-Term Incentives)	1,326,510 Options 115,349 Performance Rights	497,441 Options 43,256 Performance Rights	Vested
27 October 2020 (FY2020 Long-Term Incentives)	1,326,510 Options 107,555 Performance Rights	497,441 Options 40,333 Performance Rights	Vested
24 October 2017 (FY2018 Long Term Incentives)	781,756 Options 67,980 Performance Rights	279,199 Options 24,279 Performance Rights	Vested

