

AUB Group Limited

Level 14, 141 Walker Street,
North Sydney NSW 2060
ACN: 000 000 715

<https://www.aubgroup.com.au/>



AUB Group Limited

Notice of 2025 Annual General Meeting Explanatory Statement

Thursday, 13 November 2025

10:00am (Sydney time)

Address

Allens
Level 28, Deutsche Bank Place
126 Phillip Street
(Corner Hunter & Phillip Streets)
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Chair's Message

Dear Shareholders,

2025 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2025 Annual General Meeting (**AGM**) of AUB Group Limited (**Company** or **AUB Group**), which has been scheduled as follows:

Thursday, 13 November 2025 at 10:00am (Sydney time)

Allens

Level 28, Deutsche Bank Place

126 Phillip Street

(Corner Hunter & Phillip Streets)

Sydney NSW 2000

The AGM will be held as a physical meeting, and the Directors are pleased to be able to meet shareholders face to face once again.

The Notice of Meeting in the following pages details the business of the Meeting and, together with the Explanatory Statement, contains important information in relation to the matters to go before shareholders.

Even if you plan to attend the AGM, we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot attend on the day. Shareholders can lodge their proxy online at au.investorcentre.mpms.mufig.com or complete and return a printed proxy form by 10.00am (Sydney time) on Tuesday, 11 November 2025. Printed proxy forms can be obtained by contacting the Company's share registry at support@cm.mpms.mufig.com or 1800 194 270.

Shareholders are encouraged to submit questions ahead of the Meeting on any shareholder matters that may be relevant to the Meeting at au.investorcentre.mpms.mufig.com. Questions must be submitted by no later than 10.00am (Sydney time) on Thursday 6 November 2025.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website and lodged with the Australian Securities Exchange (**ASX**).

LONG TERM INCENTIVE PLAN

The Board continuously monitors and reviews AUB's remuneration and incentive framework to ensure the Company remains competitive in attracting and retaining the leadership and talent it needs to drive business strategy and financial performance. As noted in the 2025 Annual Report, the FY23 Long Term Incentive (**LTI**) grant was the first award which included a Return on Invested Capital (**ROIC**) performance measure, and this LTI grant was therefore the first LTI outcome which included testing against the ROIC performance measure. Testing of the ROIC performance measure identified certain anomalies arising out of how ROIC is currently calculated, in particular how invested capital is calculated, the outcome of which does not accurately reflect underlying performance.

To ensure that the ROIC performance measure reflects underlying performance, the Board has made a change to the ROIC calculation methodology for the FY26 LTI grant. Specifically, the definition of invested capital has been amended to exclude non-cash accounting adjustments to carrying value of intangibles. These adjustments are made based on cumulative changes, 3 years before each balance sheet date. The purpose of the adjustments is to ensure that the ROIC measurement shows the appropriate level of capital used by the Company to support Underlying Net Profit After Tax.

In addition, foreign exchange currency movements can also impact ROIC outcomes, because the foreign exchange reserve included in the value of equity changes with foreign exchange rates. When assessing the vesting outcomes at the end of the performance period, the Board can exercise discretion to exclude the impact of non P&L foreign exchange movements on ROIC outcomes that do not reflect underlying performance. Any discretion applied will be disclosed.

Full details are shown in the Explanatory Statement for Resolution 3.

CLOSING

I would like to acknowledge the exceptional efforts of our people and partners, whose professionalism and commitment have been central to our achievements. I also extend our sincere thanks to our clients and shareholders for their ongoing trust and support.

I look forward to your participation at the Meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Peter Harmer', with a stylized, cursive script.

Peter Harmer

Chair

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Venue and Voting Information

The 2025 Annual General Meeting of AUB Group Limited will be held at 10:00am (Sydney time) on 13 November 2025 at Allens, Level 28, Deutsche Bank Place, 126 Phillip Street (Corner Hunter & Phillip Streets), Sydney NSW 2000.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	au.investorcentre.mpms.mufig.com Log in to the investor centre using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
Mobile Device	Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link au.investorcentre.mpms.mufig.com into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.
By post	AUB Group Limited, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235, Australia
By fax	+61 2 9287 0309
By hand	MUFG Corporate Markets (AU) Limited,* Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 * During business hours (Monday to Friday, 9:00am – 5:00pm)

Your Proxy instruction must be received by 10.00am (Sydney time) on 11 November 2025 (which is not later than 48 hours before the commencement of the Meeting). **Proxy Forms received later than this time will be invalid.**

All shareholders who are entitled to participate in and vote at the AGM have the right to appoint a proxy to participate in the AGM and vote in their place. A proxy need not be a shareholder.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes.

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each resolution) by following the instructions on the Proxy Form.

Appointing the Chair as your Proxy

You may appoint the Chair of the AGM as your proxy. In addition, if:

- you have appointed a proxy (other than the Chair) and the proxy appointment specifies the way the proxy is to vote on the resolution; and
- your proxy is either not recorded as attending the Meeting or does not vote on the resolution;

the Chair will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.

If you direct the Chair how to vote on a resolution, the Chair must vote in accordance with the direction.

The Chair intends to vote all available undirected proxies in favour of all resolutions.

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each resolution, even when a resolution is directly or indirectly connected to the remuneration of a member of the key management personnel of the Company.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of shareholders of AUB Group Limited ACN 000 000 715 will be held at 10:00am (Sydney time) on 13 November 2025 at Allens, Level 28, Deutsche Bank Place, 126 Phillip Street (Corner Hunter & Phillip Streets), Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders at 7:00pm (Sydney time) on 11 November 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the Directors' Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, shareholders, as a whole, will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2025."

Note: In accordance with the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Key Management Personnel.

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's key management personnel (including the Directors) (**KMP**), whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties; or

- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their Closely Related Parties,
- unless the vote is cast as proxy for a person entitled to vote on Resolution 1;
- in accordance with a direction on the proxy form; or
 - by the Chair of the meeting pursuant to an express authorisation to exercise the proxy, even though the resolution is connected with the remuneration of KMP.

Election of Director

2. Resolution 2 – Election of Director – Tonianne Dwyer

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

"That Tonianne Dwyer be elected as a Director of the Company."

Issue of Performance Share Rights under Long Term Incentive Plan

3. Resolution 3 – Approval of Issue of Performance Share Rights to Michael Emmett, Director of the Company under the Company's Long Term Incentive Plan

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the grant of 56,256 Performance Share Rights to Michael Emmett, CEO and Managing Director of the Company under the Company's Long Term Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 3:

- in favour of the resolution by or on behalf of Mr Emmett or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their Closely Related Parties,

unless the vote is cast on Resolution 3:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the resolution by the Chair of the meeting pursuant to an express authorisation to exercise the proxy as the Chair decides; or
- by 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.

BY ORDER OF THE BOARD

A handwritten signature in black ink that reads "EMcGregor". The signature is written in a cursive, flowing style.

Elizabeth McGregor

Joint Company Secretary

10 October 2025

Explanatory Statement

This Explanatory Statement has been prepared for the information of shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am (Sydney time) on Thursday 13 November 2025 at Allens, Level 28, Deutsche Bank Place, 126 Phillip Street (Corner Hunter & Phillip Streets), Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Company's Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the Directors' Report and the Auditor's Report.

The Company's Annual Financial Report can be found on its website at <https://www.aubgroup.com.au/>.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's Auditor will be present at the Meeting. During the discussion of this item, the Auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the Auditor in relation to the conduct of the audit.

Written questions of the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report, submit your question online at au.investorcentre.mpms.mufg.com.

Please note that all written questions must be received at least five business days before the Meeting, which is by 6 November 2025.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its shareholders the Remuneration Report which forms part of the Directors' Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Report which is available on the Company's website at <https://www.aubgroup.com.au/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the AGM and at the 2026 Annual General Meeting (**2026 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2026 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2026 AGM. All of the Directors who were in office when the 2026 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' recommendation

The Directors recommend that shareholders vote **FOR** this Resolution.

Election of Director

Resolution 2 – Election of Director – Tonianne Dwyer

Ms Tonianne Dwyer, who was appointed as a Director since the last AGM, retires at the AGM in accordance with Article 6.3 of the Constitution and offers herself for election.

With the assistance of the Nomination Committee, the Board has:

- assessed the skills and experience of current Directors against the Board skills matrix, to ensure that the Board has the necessary skills and experience to effectively discharge its responsibilities, appropriately monitor risk management and add value to the Company;
- conducted an annual performance evaluation of the Board and Committees, including a review of each individual Director, and considered the outcomes in determining whether to support a director standing for re-election or election; and
- considered whether the current Directors standing for re-election or election are independent.

The Board considers Ms Dwyer to be an independent Non-Executive Director.

Before appointing a new Director, the Company conducts appropriate checks of their background and experience. These checks were carried out in respect of Ms Dwyer, and did not reveal any information of concern.

Tonianne Dwyer

BJuris (Hons), LLB (Hons), FAICD

Tonianne Dwyer was appointed as a Director of the Company on 31 October 2024 (at the conclusion of the 2024 AGM) and has since served as a Director of the Company.

Tonianne is a Non-Executive Director of Dyno Nobel Limited and Growthpoint Properties Australia Limited, and a former Non-Executive Director of ALS Limited. She is also the Deputy Chancellor and member of the Senate of the University of Queensland, a director of the Sir John Monash Foundation and a member of the Takeovers Panel. Tonianne is an experienced non-executive director and has extensive executive experience in investment banking, funds management, real estate and corporate strategy across a variety of sectors and international markets. She had a 23-year executive career in investment banking and real estate during which she held senior management roles with Hambros Bank, Société Generale, and Quintain Estates and Development plc in the UK.

Tonianne holds a Bachelor of Laws (Hons) and a Bachelor of Jurisprudence (Hons) from the University of Western Australia and is a Fellow and member of the Queensland Division Council of the Australian Institute of Company Directors and a member of Chief Executive Women.

Tonianne is the chair of the Board Audit & Risk Committee, and a member of the People & Remuneration, and Nomination Committees.

The Board supports Tonianne's election, because she brings a diverse skill set, including expertise in strategy, governance and risk, finance, acquisitions, and capital projects gained from her executive and non-executive roles in the mining, property and wholesale distribution industries.

Directors' recommendation

The Directors (with Tonianne Dwyer abstaining) recommend that shareholders vote **FOR** this Resolution.

Issue of Performance Share Rights under Long Term Incentive Plan

Resolution 3 – Approval of Issue of Performance Share Rights to Michael Emmett, Director of the Company under the Company's Long Term Incentive Plan

CEO remuneration

Mr Emmett's remuneration arrangements for FY26 as CEO and Managing Director (**CEO**) are unchanged from FY25 and are set out as follows:

Fixed remuneration	\$1,250,000
Short Term Incentive (at target)*	\$1,000,000
Long Term Incentive Opportunity**	\$1,875,000
Total Target Remuneration	\$4,125,000

* Maximum Short-Term Incentive Opportunity for FY26 is capped at 150% of target STI award.

** Face value of LTI award. The FY26 LTI grant is subject to being approved by shareholders at the AGM.

Overview of the Long-Term Incentive (LTI) Plan

AUB Group's remuneration strategy and framework is based on a 'pay for performance' philosophy which supports sustainable value for shareholders, partners and our people.

The LTI Plan is used to attract, retain and motivate appropriately qualified and experienced executives who, on an individual basis, have the ability to impact AUB Group's longer term financial performance.

Consistent with this policy, the Board believes that it is in shareholders' interests to provide the CEO with an equity-based long-term incentive to ensure there is alignment between returns to shareholders and the rewards for the CEO.

Approval sought

Shareholder approval is being sought for the grant of 56,256 Performance Share Rights (**PSRs**) to Mr Emmett under the Company's LTI Plan. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval be obtained for the acquisition of securities by a director under an employee incentive scheme.

Specific terms of the CEO's LTI grant

The Board proposes that the CEO be granted 56,256 PSRs under the LTI Plan for his FY26 award.

The Board has determined Mr Emmett's long term incentive opportunity for the FY26 award is \$1,875,000 (**LTI Opportunity**), representing 150% of his fixed remuneration of \$1,250,000.

The actual number of PSRs to be granted to Mr Emmett was calculated by dividing the dollar value of his maximum LTI Opportunity (being \$1,875,000) by the VWAP of the Company's shares traded on the ASX over the 60 trading days prior to 1 July 2025 (being \$33.33) rounded to the nearest whole number of PSRs.

Key terms of the LTI Plan and PSRs

The key terms of the PSRs to be granted to the CEO under the LTI Plan are outlined below.

Vesting Conditions and Performance Period	PSRs will only vest to the extent that the vesting conditions are satisfied over the three year performance period, commencing on 1 July 2025. 40% of PSRs are tested against an EPS growth hurdle 40% of PSRs are tested against a Relative TSR hurdle 20% of PSRs are tested against a Return on Invested Capital (ROIC) hurdle										
EPS – 40% weighting	The Earnings Per Share (EPS) vesting condition is measured by comparing the compound annual growth rate (CAGR) of the Underlying EPS from 1 July 2025 (the start of the performance period) to the Underlying EPS for the year ending 30 June 2028 (being the final year of the performance period). The percentage of PSRs that may vest is determined based on the following vesting schedule: <table> <tr> <th>CAGR of Underlying EPS</th><th>PSRs subject to EPS vesting condition that vests (%)</th></tr> <tr> <td>Less than 7%</td><td>0%</td></tr> <tr> <td>7%</td><td>50%</td></tr> <tr> <td>Greater than 7% to less than 12%</td><td>Linear vesting from 50% to 100%</td></tr> <tr> <td>12% or more</td><td>100%</td></tr> </table>	CAGR of Underlying EPS	PSRs subject to EPS vesting condition that vests (%)	Less than 7%	0%	7%	50%	Greater than 7% to less than 12%	Linear vesting from 50% to 100%	12% or more	100%
CAGR of Underlying EPS	PSRs subject to EPS vesting condition that vests (%)										
Less than 7%	0%										
7%	50%										
Greater than 7% to less than 12%	Linear vesting from 50% to 100%										
12% or more	100%										
Relative TSR – 40% weighting	Total shareholder return (TSR) measures the percentage growth in the share price together with the value of dividends paid during the relevant three year performance period, assuming all dividends are reinvested into new securities. The Board approves a Peer Comparator Group and has the discretion to periodically review and adjust the composition of the Peer Comparator Group, including to take into account acquisitions, mergers, or other relevant corporate actions. The Peer Comparator Group comprises constituents of the S&P/ASX Small Ordinaries Industrials Index (AXSID), defined at the commencement of the performance period. For purposes of calculating the growth in AUB Group's share price over the performance period, the following opening and closing share prices will be used: - for the opening share price, the VWAP during the 60 trading days ending on the first day of the performance period, and - for the closing share price, the VWAP during the 60 trading days ending on the last day of the performance period. For any PSRs to vest pursuant to the Relative TSR vesting condition, AUB Group's compound TSR must be equal to or greater than the median ranking of constituents of the Peer Comparator Group. The percentage of PSRs that may vest is determined based on the following vesting schedule: <table> <tr> <th>AUB Group's TSR ranking relative to Peer Comparator Group</th><th>PSRs subject to Relative TSR vesting condition that vests (%)</th></tr> <tr> <td>Below the 50th percentile</td><td>0%</td></tr> <tr> <td>50th percentile</td><td>50%</td></tr> <tr> <td>Between the 50th and 75th percentile</td><td>Linear vesting from 50% to 100%</td></tr> <tr> <td>At or above the 75th percentile</td><td>100%</td></tr> </table>	AUB Group's TSR ranking relative to Peer Comparator Group	PSRs subject to Relative TSR vesting condition that vests (%)	Below the 50 th percentile	0%	50 th percentile	50%	Between the 50 th and 75 th percentile	Linear vesting from 50% to 100%	At or above the 75 th percentile	100%
AUB Group's TSR ranking relative to Peer Comparator Group	PSRs subject to Relative TSR vesting condition that vests (%)										
Below the 50 th percentile	0%										
50 th percentile	50%										
Between the 50 th and 75 th percentile	Linear vesting from 50% to 100%										
At or above the 75 th percentile	100%										

**ROIC –
20% weighting**

The ROIC vesting condition is measured based on the average annual return on invested capital (**ROIC**) achieved from 1 July 2025 (the start of the performance period) to 30 June 2028 (being the final year of the performance period).

ROIC in each year is calculated as EBITA Less Tax divided by Average Invested Capital, defined as follows:

EBITA Less Tax	Underlying NPAT plus interest expense related to external borrowings (net of interest received from operating bank accounts) as per consolidated financial statements after tax.
Invested Capital	The sum of equity attributable to equity holders of the parent plus interest-bearing loans and borrowing (excluding lease liabilities), less cash and cash equivalents not held in trust, less net non-cash accounting adjustments to carrying value during the last three financial years.
Average Invested Capital	(Invested Capital at financial year end + Invested Capital at previous financial year end)/2
3 year average ROIC	Simple average of ROIC in each of the 3 years of the performance period

The percentage of PSRs that may vest is determined based on the following vesting schedule:

3 year average ROIC	PSRs subject to ROIC vesting condition that vests (%)
Less than 11%	0%
11%	50%
Greater than 11% to less than 12%	Linear vesting from 50% to 100%
12% or more	100%

Vesting

PSRs vest following testing by the Board at the end of the performance period. Prior to vesting, the outcome is assessed holistically against individual and Group performance to determine if any discretion to vary from formulaic results should apply.

The Board will have the discretion to exclude the impact of significant acquisitions or capital raisings that are considered in the best long-term interest of AUB if these occur within the final 12 months of the performance period, as well as the impact of non P&L foreign exchange movements (net of tax) on ROIC outcomes that do not reflect underlying performance. Any discretion applied will be disclosed.

If PSRs vest, the Board has discretion to issue new shares, acquire shares on-market or to cash settle to satisfy the PSRs that will vest.

The CEO receives one share for each PSR that vests or, if the Board determines, an equivalent cash payment.

There is no conversion price or exercise price payable for the conversion of the vested PSRs.

Holding Lock

There will be a holding lock for a period of one year from the date the PSRs vest and convert into Shares, during which period Mr Emmett will be restricted from dealing with any of the Shares allocated on vesting. The holding lock shares are subject to malus and clawback as set out below.

**Malus and
clawback**

The Board has broad malus powers to lapse unvested PSRs in a number of circumstances including fraud, dishonesty, gross misconduct, breach of duties or obligations, a material misstatement, error or omission in the financial report, to prevent a participant being entitled to an inappropriate benefit..

The clawback policy also permits the Board to seek repayment of the value of any shares allocated on exercise of the PSRs, as well as cash payments received on vesting and exercise of PSRs.

Eligibility for

No dividend entitlements will accrue or be made on PSRs that do not vest. An amount (based upon dividends paid by AUB during the performance period) accrues on the PSRs and is paid in cash at the end

dividends	of the performance period if the PSRs vest. Dividend entitlements will not result in any dividend payments on PSRs during the vesting period.
Voting rights	PSRs do not carry any voting rights. Shares allocated on vesting and conversion of PSRs carry the same dividend and voting rights as other Shares.
Cessation of employment	If the CEO ceases employment before his PSRs vest, the following treatment applies: • if employment is terminated in accordance with Mr Emmett's employment agreement, without notice, for serious misconduct or by reason of illness, injury or incapacity of Mr Emmett, all unvested PSRs will automatically lapse; and • if employment is terminated with notice given by the Company or Mr Emmett, all unvested PSRs remain on foot and will be tested in the ordinary course.
Change of control event	There is no automatic vesting of PSRs on a change of control. The Board has discretion to determine the appropriate treatment of unvested PSRs in the event of a change of control having regard for the circumstances of the change of control. Where the Board does not exercise this discretion, there will be a pro-rata vesting of PSRs based on the proportion of the performance period that has passed at the time of the change of control event.
Reorganisation	If any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company is effected, PSRs may be adjusted in the manner required by the Listing Rules.
Restrictions on dealing/hedging	PSRs are not transferable and participants are prohibited from entering into hedging arrangements in respect of PSRs.
Participation in new and bonus issues	PSRs carry no entitlement to participate in new issues of Shares by the Company prior to the vesting and exercise of the PSRs. In the event of a bonus issue, PSRs will be adjusted in the manner required by the Listing Rules.

Other Information Required by ASX

The following information in relation to the issue of PSRs to Mr Emmett is provided to shareholders:

- (a) Michael Emmett is the only Director of the Company eligible to participate in the Company's equity incentive schemes. Mr Emmett falls within the requirements of Listing Rule 10.14.1 as he is a director of the Company. 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 this Notice of Meeting will not participate until approval is obtained under that Listing Rule.
- (b) The Company uses PSRs because they create shareholder value and alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PSRs vest.
- (c) The PSRs are being issued for nil consideration as they form part of Mr Emmett's incentive arrangements.

The following securities have previously been issued to Mr Emmett for nil consideration under the LTI Plan:

Date of Issue	Type of Securities	Number of Securities
19 December 2019	5 year PSRs	200,000
19 December 2019	3 year PSRs	76,029

18 December 2020	3 year PSRs	78,795
11 November 2021	3 year PSRs	53,277
2 September 2022	Deferred Short Term Incentive (DSTI) PSRs	16,009
29 March 2023	3 year PSRs	52,576
1 September 2023	DSTI PSRs	12,276
3 November 2023	3 year PSRs	69,989
2 September 2024	DSTI PSRs	13,939
1 November 2024	3 year PSRs	62,563
1 September 2025	DSTI PSRs	12,432
	Total PSRs	647,885
11 November 2021	Share Appreciation Rights	508,388

- (d) There are no loans applicable for the PSRs.
- (e) The PSRs will be issued within 12 months from the date of this Meeting, if approved by shareholders of the Company.
- (f) If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Emmett.
- (g) 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.

Directors' recommendation

The Directors (with Michael Emmett abstaining) recommend that shareholders vote **FOR** this Resolution.

Glossary

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Annual Report means the 2025 Annual Report to shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 26 August 2025.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Ernst & Young dated 26 August 2025 as included in the Annual Report.

Average Invested Capital means (Invested Capital at financial year end + Invested Capital at previous financial year end)/2.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

CAGR means compound annual growth rate (expressed as a %).

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) 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 Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company or **AUB Group** means AUB Group Limited ACN 000 000 715.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Report.

Dollar or **"\$"** or **AUD** means Australian dollars.

EBITA Less Tax means Underlying NPAT plus interest expense as per consolidated accounts after tax.

EPS means underlying earnings per share.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Invested Capital means the sum of equity attributable to equity holders of the parent and interest-bearing loans and borrowings, less cash and cash equivalents not held in trust.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 10 October 2025 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Peer Comparator Group means Constituents of the S&P/ASX Small Ordinaries Industrials Index (AXSID), defined at the commencement of the performance period.

Performance Share Right means a security which, subject to vesting, is a right to receive one fully-paid ordinary share in AUB Group (or at the Board's discretion, an equivalent cash payment).

Proxy Form means the proxy form attached to this Notice of Meeting.

Relative TSR means AUB Group's compounded TSR measured against the ranking of constituents of the Peer Comparator Group.

Remuneration Report means the remuneration report as set out in the Directors' Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Return on Invested Capital (ROIC) means a profitability or performance ratio that aims to measure the percentage return that AUB Group earns on invested capital.

Securities mean Shares and/or Performance Share Rights and/or Share Appreciation Rights (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means MUFG Corporate Markets (AU) Limited.

Shareholder means a holder of a Share.

Spill Meeting means the meeting that will be convened within 90 days of the 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2026 AGM.

Spill Resolution means the resolution required to be put to shareholders at the 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2026 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

TSR means the percentage growth in the share price together with the value of dividends paid during the relevant three-year performance period, assuming all dividends are reinvested into new securities.

Underlying EPS means underlying earnings per share, being, in respect of any financial year, the Underlying NPAT divided by the weighted average number of shares on issue during the financial year.

Underlying NPAT means underlying net profit after tax. Underlying NPAT is the key measure used by management and the board to assess and review business performance. Underlying NPAT is after non-controlling interests and excludes the cost of amortisation of customer and servicing contracts, fair value adjustments on consolidation or deconsolidation, impairment charges,

movements in contingent consideration, the impacts of a reduction in interest in associates and disposals of controlled entities, and the costs associated with strategic change programs, arranging debt and acquisition related costs. Other adjustments to the Underlying NPAT calculation may be made in limited circumstances where the Board considers it to be appropriate,

VWAP means the volume weighted average price of Shares traded on ASX.