
NOTICE OF EXTRAORDINARY GENERAL MEETING

CIVMEC LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201011837H)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Civmec Limited (the “**Company**”) will be held in Singapore at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 and using virtual meeting technology on 1 August 2024 at 11.00 a.m. (or as soon thereafter following the conclusion of the Shareholders’ Scheme Meeting to be held at 10.30 a.m. on the same day (or its adjournment thereof)) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*All capitalised terms in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 July 2024 (the “**Circular**”).*

Shareholders should note that all the resolutions set out in this Notice of EGM are (a) conditional upon the Shareholders’ Scheme being approved at the Shareholders’ Scheme Meeting; and (b) are interlinked and inter-conditional on one another. Accordingly, if (a) the Shareholders’ Scheme is not approved at the Shareholders’ Scheme Meeting, and/or (b) any one of the resolutions set out in this Notice of EGM is not approved, none of the Proposals will take place.

SPECIAL RESOLUTION 1: THE PROPOSED RATIFICATION OF THE NEWCO CONSTITUTION

THAT subject to and contingent upon Special Resolutions 2 to 3 and Ordinary Resolutions 4 to 7 as set out in this Notice of EGM being approved, as well as the Change of Domicile through the Proposed Transactions as set out in the Notice of Shareholders’ Scheme Meeting being passed and the Shareholders’ Scheme becoming effective:

- (a) the NewCo Constitution as set out in Appendix C (*The NewCo Constitution*) to the Circular be approved and ratified as the constitution of the NewCo; and
- (b) the directors of the Company (the “**Directors**”) and NewCo Directors and each of them be and are hereby authorised to take such steps, do all such acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Special Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company and/or the NewCo (as the case may be).

SPECIAL RESOLUTION 2: THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “CIVMEC SINGAPORE LIMITED”

THAT subject to and contingent upon Special Resolutions 1 and 3 and Ordinary Resolutions 4 to 7 as set out in this Notice to EGM being approved, as well as the Change of Domicile through the Proposed Transactions as set out in the Notice of Shareholders’ Scheme Meeting being passed:

- (a) subject to approval of the Accounting and Corporate Regulatory Authority of Singapore, the name of the Company be changed from “Civmec Limited” to “Civmec Singapore Limited” and that, if applicable, the name “Civmec Limited” be substituted for “Civmec Singapore Limited” whenever the former name appears in the Company’s Constitution; and
- (b) the Directors and each of them be and are hereby authorised to take such steps, do all such acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Special Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

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SPECIAL RESOLUTION 3: THE PROPOSED CHANGE OF NAME OF THE NEWCO TO “CIVMEC LIMITED”

THAT subject to and contingent upon Special Resolutions 1 and 2 and Ordinary Resolutions 4 to 7 as set out in this Notice to EGM being approved, as well as the Change of Domicile through the Proposed Transactions as set out in the Notice of Shareholders’ Scheme Meeting being passed:

- (a) the name of the NewCo be changed from “Civmec Australia Limited” to “Civmec Limited” and that the name “Civmec Australia Limited” be substituted for “Civmec Limited” whenever the former name appears in the NewCo Constitution; and
- (b) the NewCo Directors and each of them be and are hereby authorised to take such steps, do all such acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Special Resolution 3 and implement any of the foregoing as they think fit and in the interests of the NewCo.

ORDINARY RESOLUTION 4: THE PROPOSED ADOPTION OF THE NEW PRP BY THE NEWCO

THAT, subject to and contingent upon Special Resolutions 1 to 3 and Ordinary Resolutions 5 to 7 as set out in this Notice of EGM being approved as well as the Change of Domicile through the Proposed Transactions as set out in the Notice of Shareholders’ Scheme Meeting being passed and the Shareholders’ Scheme becoming effective:

- (a) a new performance rights plan to be known as the ‘2024 Civmec Key Senior Executives Performance Rights Plan’ (the “**New PRP**”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the general meeting, under which performance rights (the “**Performance Rights**”) comprising of fully-paid ordinary shares of the NewCo (the “**NewCo Shares**”) will be granted, free of payment, to selected employees (including Executive Directors) of the NewCo Group, details of which are set out in the Circular, be and is hereby approved and adopted:
- (b) the NewCo Directors and each of them be and are hereby authorised to:
 - (i) establish and administer the New PRP; and
 - (ii) modify and/or alter the New PRP at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the New PRP, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the New PRP;
- (c) the NewCo Directors and each of them be and are hereby authorised to:
 - (i) grant Performance Rights in accordance with the rules of the New PRP (including the new Performance Rights to be granted pursuant to the Proposed Exchange); and
 - (ii) allot and issue from time to time such number of fully-paid NewCo Shares as may be required to be delivered pursuant to the vesting of Performance Rights under the New PRP,

provided that the total number of Award Shares which may be delivered pursuant to the vesting of the Performance Rights under the New PRP on any date, when added to (A) the aggregate number of shares of the Company allotted and issued or delivered pursuant to the vesting of performance rights under the Existing PRP; and (B) the aggregate number of new NewCo Shares allotted and issued and/or to be allotted and issued and existing NewCo Shares delivered and/or to be delivered pursuant to (1) Performance Rights granted under the New PRP; and (2) the options or awards granted under any other share schemes of the NewCo, shall not exceed 15.0%

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of the total number of issued NewCo Shares (excluding subsidiary holdings) (or such other limit as may be prescribed by the SGX-ST and the ASX and any other stock exchange on which the NewCo Shares are quoted or listed) from time to time; and

- (d) the NewCo Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the NewCo to give effect to the transactions contemplated and authorised by this Resolution,

and in this Resolution, 'subsidiary holdings' has the meaning given to it in the SGX-ST Listing Manual.

ORDINARY RESOLUTION 5: THE PROPOSED PARTICIPATION BY MR JAMES FINBARR FITZGERALD IN THE NEW PRP

THAT, subject to and contingent upon Special Resolutions 1 to 3 and Ordinary Resolutions 4, 6 and 7 as set out in this Notice of EGM being approved as well as the Change of Domicile through the Proposed Transactions as set out in the Notice of Shareholders' Scheme Meeting being passed and the Shareholders' Scheme becoming effective, the participation by Mr James Finbarr Fitzgerald, who is a Controlling Shareholder of the Company (and following completion of the Change of Domicile through the Proposed Transactions, the NewCo), in the New PRP be and is hereby approved.

ORDINARY RESOLUTION 6: THE PROPOSED PARTICIPATION BY MR PATRICK JOHN TALLON IN THE NEW PRP

THAT, subject to and contingent upon Special Resolutions 1 to 3 and Ordinary Resolutions 4, 5 and 7 as set out in this Notice of EGM being approved as well as the Change of Domicile through the Proposed Transactions as set out in the Notice of Shareholders' Scheme Meeting being passed and the Shareholders' Scheme becoming effective, the participation by Mr Patrick John Tallon, who is a Controlling Shareholder of the Company (and following completion of the Change of Domicile through the Proposed Transactions, the NewCo), in the New PRP be and is hereby approved.

ORDINARY RESOLUTION 7: THE NEWCO SHARE ISSUE MANDATE PROPOSAL

THAT, subject to and contingent upon Special Resolutions 1 to 3 and Ordinary Resolutions 4 to 6 as set out in this Notice of EGM being approved as well as the Change of Domicile through the Proposed Transactions as set out in the Notice of Shareholders' Scheme Meeting being passed, the Shareholders' Scheme becoming effective and the NewCo's compliance with the requirements of the ASX Listing Rules, authority be and is hereby given for the NewCo Directors at any time to such persons and upon such terms and for such purposes as the NewCo Directors may in their absolute discretion deem fit, to:

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

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

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) after deducting such number of ordinary shares in the capital of the Company (if any) which may have been allotted and issued by the Company pursuant to the Existing General Share Issue Mandate approved at the 2023 AGM prior to the Effective Date) does not

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exceed fifty per cent. (50.0%) of the total number of issued shares (excluding subsidiary holdings) in the capital of the NewCo (calculated in accordance with (ii) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to shareholders of the NewCo does not exceed twenty per cent. (20.0%) of the total number of issued shares (excluding subsidiary holdings) in the capital of the NewCo (calculated in accordance with (ii) below); and

- (ii) for the purpose of determining the number of shares to be issued pursuant to (i) above (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution), the percentage of issued shares shall be calculated based on the total number of issued NewCo Shares (excluding subsidiary holdings) with reference to the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time the resolution to approve the Existing General Share Issue Mandate at the 2023 AGM was passed, after deducting such number of ordinary shares in the capital of the Company (if any) which may have been allotted and issued by the Company pursuant to the Existing General Share Issue Mandate prior to the Effective Date, and after adjustment for:
 - (1) new NewCo Shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting as at the time of passing of the resolution to approve the Existing General Share Issue Mandate at the 2023 AGM;
 - (2) new NewCo Shares arising from exercising share options or vesting of share awards outstanding or subsisting which were issued and outstanding or subsisting as at the time of passing of the resolution to approve the Existing General Share Issue Mandate at the 2023 AGM and which the NewCo is party or subject to or which is otherwise binding on the NewCo immediately after completion of the Company Restructuring pursuant to the Shareholders' Scheme provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
 - (3) any subsequent bonus issue, consolidation or subdivision of the NewCo Shares.

In exercising the authority conferred by this Resolution, the NewCo shall comply with the provisions of the SGX-ST Listing Manual and the ASX Listing Rules for the time being in force (unless such compliance has been waived by the SGX-ST and/or the ASX) and the constitution for the time being of the NewCo.

Unless revoked or varied by ordinary resolution of the shareholders of the NewCo in a general meeting, this Resolution shall remain in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the NewCo is required to be held, whichever is the earlier.

BY ORDER OF THE BOARD

James Finbarr Fitzgerald
Executive Chairman

10 July 2024

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PERSONAL DATA PRIVACY

By (a) lodging an instrument appointing a proxy(ies) and/or representative(s); (b) pre-registering for the EGM at the pre-registration website; and/or (c) submitting any question to the Chairman of the EGM in advance of the EGM in accordance with the Circular and this Notice, a Shareholder, CPFIS Member or SRS Investor (i) consents to the collection, use and disclosure of the Shareholder's, CPFIS Member's or SRS Investor's personal data by the Company (or its agents or service providers) for the following purposes of (A) the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof); (B) where the Shareholder, CPFIS Member or SRS Investor pre-registers for the EGM, the processing of the pre-registration for purposes of verifying their status as a Shareholder, CPFIS Member or SRS Investor, and providing them with any technical assistance where necessary; (C) where the Shareholder, CPFIS Member or SRS Investor submits any question in advance of the EGM, the addressing of such substantial and relevant questions received from the Shareholder, CPFIS Member and SRS Investors prior to the EGM and, if necessary, the following up with the relevant Shareholder, CPFIS Member or SRS Investor in relation to such substantial and relevant questions; (D) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and (E) in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

IMPORTANT INFORMATION

1. The EGM will be held in Singapore at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 (the "**Physical Meeting**") and using virtual meeting technology (the "**Virtual Meeting**") on 1 August 2024 at 11.00 a.m. (or as soon thereafter following the conclusion of the Shareholders' Scheme Meeting to be held at 10.30 a.m. on the same day (or its adjournment thereof)). Shareholders and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the Physical Meeting in person or by participating in the Virtual Meeting using virtual meeting technology.
2. Arrangements relating to:
 - (a) in-person attendance at the EGM by Shareholders, including CPFIS Members and SRS Investors, and (where applicable) duly appointed proxies and representatives (including arrangements by which they are to register in person for the Physical Meeting);
 - (b) attendance at the EGM by Shareholders, including CPFIS Members and SRS Investors, and (where applicable) duly appointed proxies and representatives using virtual meeting technology (including arrangements to pre-register at the pre-registration website at the URL: <https://conveneagm.sg/civmec> for access to the Virtual Meeting electronically via live audio-visual webcast or live audio-only stream);
 - (c) submission of questions by Shareholders, including CPFIS Members and SRS Investors, in advance of, or at, the EGM, and addressing of substantial and relevant questions in advance of, or at, the EGM; and
 - (d) voting at the EGM (i) by Shareholders or their duly appointed proxy(ies) (other than the Chairman of the EGM) or representative(s); (ii) by CPFIS Members or SRS Investors if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (iii) by Shareholders, or CPFIS Members or SRS Investors, appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM,

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are set out in the Company's announcement dated 10 July 2024. This announcement may be accessed at the Company's website at the URL: <https://www.civmec.com.au/investors/announcements/>, the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and the ASX Online at the URL: <https://www.asx.com.au/markets/company/cvl>.

3. (a) A Shareholder (who is not a relevant intermediary) entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her/its stead. Where such Shareholder's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument (expressed as a percentage of a whole). If no percentage is specified, the first named proxy shall be deemed to represent 100.0% of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
- (b) A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. In relation to a relevant intermediary who wishes to appoint more than two (2) proxies, it should annex to the Proxy Form for the EGM the list of proxies, setting out, in respect of each proxy, the name, NRIC/Passport Number and proportion of shareholding (number of shares, class of shares and percentage) in relation to which the proxy has been appointed.

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act.

4. A proxy need not be a member of the Company. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. **Submission of substantial and relevant questions in advance of the EGM.** Shareholders, CPFIS Member and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM in the following manner:
 - (a) via the pre-registration website at the URL: <https://conveneagm.sg/civmec>;
 - (b) via email to the Company at investor@civmec.com.au; or
 - (c) by post to the registered office of the Company at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619,

in each case by **5.00 p.m. on 24 July 2024**.

When submitting questions for the EGM, Shareholders, CPFIS Members and SRS Investors are requested to indicate that their questions relate to the EGM.

Shareholders, including CPFIS Members and SRS Investors will need to identify themselves when posing questions by post or by email by providing the following details: (a) the member's full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records; (b) the member's NRIC/Passport/UEN number; (c) the member's contact number and email address; and (d) the manner in which the member holds his/her/its Shares (e.g., via CDP, CPF, SRS or scrip-based).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its status as Shareholders.

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Shareholders, CPFIS Members and SRS Investors and, where applicable, appointed proxy(ies) and representatives can also ask live at the EGM substantial and relevant questions related to the resolutions to be tabled for approval at the EGM. Attendees at the Virtual Meeting (whether attending through live audio-visual webcast or live audio-only stream) who wish to ask questions at the EGM can do this by submitting text-based questions via the live chat function on the online platform for the EGM. The live chat function will also be available for use by attendees (in addition to asking questions in person) at the Physical Meeting.

The Company will address all substantial and relevant questions received from Shareholders before **10.30 a.m. on 27 July 2024** (via an announcement on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>, the ASX Online at the URL: <https://www.asx.com.au/markets/company/cvl> and the Company's website at the URL: <https://www.civmec.com.au/investors/announcements/>).

Questions or follow-up questions (which are related to the resolutions to be tabled for approvals at the EGM) received after **5.00 p.m. on 24 July 2024** will be answered within a reasonable timeframe before the EGM, or at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company or the NewCo (as the case may be) will publish the minutes of the EGM on the SGXNet and ASX Online and on the Company's or the NewCo's website (as the case may be) within one (1) month from the date of EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.

6. The instrument appointing a proxy(ies), together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof must be submitted to the Company, in the following manner:
 - (a) if submitted personally or by post, be deposited at the registered office of the Company at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
 - (b) if submitted electronically, be submitted via electronic mail to sg.is.proxy@sg.tricorglobal.com enclosing a signed PDF copy of the Proxy Form,

and in each case, not less than 72 hours before the time appointed for the EGM, **by 11.00 a.m. on 29 July 2024**.

7. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the Shareholder, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time fixed for holding the EGM (i.e. **11.00 a.m. on 29 July 2024**), as certified by CDP to the Company. A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and vote thereat unless his/her/its name appears on the Depository Register 72 hours before the time appointed for the EGM.
8. Appointed proxy(ies) (other than the Chairman of the EGM) will be prompted via email (within two (2) business days after the Company's receipt of a validly completed and submitted instrument appointing a proxy(ies)) to pre-register at the pre-registration website at the URL: <https://conveneagm.sg/civmec> if they wish to attend the Virtual Meeting using virtual meeting technology. Appointed proxy(ies) who wish to attend the Physical Meeting can register in person at the Physical Meeting. **Shareholders who wish to appoint third party proxy(ies) are encouraged to submit their instrument appointing a proxy(ies) early, and should request proxy(ies) who wish to attend the Virtual Meeting to pre-register by 5.00 p.m. on 29 July 2024.**

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9. CPFIS Members and SRS Investors:

- (a) may attend and cast their vote(s) at the EGM in person 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 at least seven (7) business days before the EGM (i.e. by **11.00 a.m. on 23 July 2024**).