

21 September 2022

NZX/ASX Code: EBO

Notice of Annual Meeting and Proxy Form

Please see attached the 2022 Notice of Annual Meeting, Proxy Form and Virtual Meeting Guide.

Authorised for lodgement with NZX and ASX by the Board of Directors of EBOS Group Limited.

Contact:

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General Counsel

EBOS Group Limited

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Notice of Annual Meeting 2022



Notice is given that the annual meeting of shareholders of EBOS Group Limited (the Company) (Annual Meeting) will be held at the Park Hyatt Auckland, 99 Halsey Street, Auckland, New Zealand on 27 October 2022, commencing at 2.00pm.

COVID-19 and Meeting Arrangements

The Company intends to hold the meeting as a hybrid meeting with the meeting held at the Park Hyatt Auckland and online via the Computershare Meeting Platform at <https://meetnow.global/nz>. Further details of how to participate 'virtually' are in the Virtual Meeting Guide which accompanies this Notice of Annual Meeting.

Having regard to the health and safety of our stakeholders and people, if the Company is not permitted to hold a physical meeting due to COVID-19 restrictions on the date of the Annual Meeting, the Annual Meeting will proceed as an online only meeting. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the Company's website including providing details of how to participate in an online meeting.

Addington Raceway & Events Centre, Christchurch

Shareholders will also be able to watch the Annual Meeting at the Addington Raceway & Events Centre, 75 Jack Hinton Drive, Christchurch on 27 October 2022, commencing at 2pm (unless an online only meeting is required due to COVID-19 restrictions). A shareholder may vote using a voting card provided at this venue during the Annual Meeting or via the Computershare Meeting Platform.

If a shareholder attending at Christchurch wishes to ask questions these must be submitted via the Computershare Meeting Platform. Representatives from the Company and Computershare will be in attendance to assist with any queries from shareholders at the venue.

General Business

- 1 To consider and receive the annual report and the financial statements for the year ended 30 June 2022 and the audit report thereon.

To consider and if thought fit, pass the following ordinary resolutions 1, 2 and 3:

2 Resolution 1 – Election of Director

It is resolved that Mark Bloom be elected as a director of the Company.

3 Resolution 2 – Re-election of Director

It is resolved that Stuart McLauchlan be re-elected as a director of the Company.

4 Resolution 3 – Auditor's remuneration

It is resolved that the directors of the Company be authorised to fix the fees and expenses of Deloitte as auditor of the Company.

- 5 To consider any other business that can be properly brought before the meeting.

Please see explanatory notes for further information regarding Resolutions 1, 2 and 3.

By Order of the Board

Elizabeth Coutts

Chair

Christchurch, New Zealand
19 September 2022

Explanatory Notes

Resolution 1

Election of Director – Mark Bloom

Mr Bloom was appointed as a director by the Board to fill a casual vacancy effective 16 September 2022.

Mr Bloom is currently a non-executive director of ASX listed Abacus Property Group, AGL Energy Limited (Chair, Audit & Risk Committee) and Pacific Smiles Group Limited.

Mr Bloom has over 35 years' experience as a finance executive. Mr Bloom was Chief Financial Officer at ASX listed Scentre Group Limited from its formation in July 2014 through to his retirement in April 2019. Prior to the formation of Scentre Group Limited, Mr Bloom was the Deputy Group CFO of Westfield Group for 11 years.

Prior to his career at Westfield and Scentre Group, Mr Bloom held a number of senior finance roles including being CFO and executive director for insurance and financial services companies Liberty Life, South Africa and Manulife Financial, Canada, over a period of 20 years.

Mr Bloom holds a Bachelor of Accountancy and Bachelor of Commerce from the University of Witwatersrand, South Africa and is a Member of Chartered Accountants Australia and New Zealand.

The Board considers Mark Bloom is an Independent Director as referred to in the NZX Listing Rules.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the director's appointment.

Mr Bloom retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers himself for election.

Notice of Annual Meeting 2022



Resolution 2

Re-election of Director – Stuart McLauchlan

Stuart McLauchlan (BCOM, FCA, CFInstD) was appointed to the EBOS Group Limited Board in July 2019 and was last elected by shareholders on 15 October 2019. He is Chairman of the Audit and Risk Committee and a member of the Remuneration Committee.

Mr McLauchlan is a Chartered Fellow of the Institute of Directors and a Past President. He is a chartered accountant, partner of GS McLauchlan & Co, and a Fellow of the New Zealand Institute of Chartered Accountants. He is currently chairman of Scott Technology Ltd and ADInstruments Ltd. He is a director of Argosy Properties Ltd as well as a number of private companies. He is also a governor of the New Zealand Sports Hall of Fame, a member of the Marsh New Zealand Advisory Board and a member of the Advisory Board to the Partridge Jewellers group. He was formerly a director of Ngai Tahu Tourism Ltd.

The Board considers Stuart McLauchlan is an Independent Director as referred to in the NZX Listing Rules.

Pursuant to NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual meeting following the director's appointment, or 3 years, whichever is longer.

Mr McLauchlan retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4, and offers himself for re-election.

Resolution 3

Auditor's remuneration

Deloitte is automatically reappointed as the auditor of the Company under section 207T of the Companies Act 1993.

Pursuant to section 207S of the Companies Act 1993, this resolution authorises the directors to fix the fees and expenses of the auditor.

Attendance

All shareholders are entitled to attend and (subject to the exception set out in the next paragraph) vote at the meeting or to appoint a proxy, attorney or representative (in the case of a corporate shareholder) to attend and vote on their behalf.

If a physical meeting is held, having regard to the New Zealand and/ or Australian travel restrictions in place at the time of the Annual Meeting (if any), shareholders are advised that some directors and senior management of the Company may attend the meeting by audio or video means.

Voting

Voting on all resolutions put before this Annual Meeting will be by poll. Results of voting will be available after the conclusion of the Annual Meeting and will be notified on NZX and ASX.

If you are attending at the Park Hyatt in Auckland or the Addington Raceway and Events Centre in Christchurch, you may vote using a voting card provided to you during the meeting or via the Computershare Meeting Platform.

Proxies

A proxy form is enclosed with this notice.

If you do not plan to attend the Annual Meeting, you may appoint a proxy. The Chair of the Annual Meeting is willing to act as a proxy for any shareholder who appoints that person for that purpose.

To do this, enter "the Chair" or the name of your proxy in the space allocated in "Step 1" of the form. Alternatively you can appoint a proxy online at www.investorvote.co.nz.

If in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form), or your named proxy does not attend the meeting, the Chair of the Annual Meeting will be your proxy and may vote only in accordance with your express direction. ASX Listing Rule 14.2.2 requires the Company to state how the Chair will vote undirected (discretionary) proxies. The Chair will vote all undirected proxies in favour of the resolutions.

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 2:00pm on Tuesday, 25 October 2022.

COVID-19 IMPLICATIONS

Having regard to the health and safety of our stakeholders and people, if the Company is not permitted to hold a physical meeting due to COVID-19 restrictions on the date of the Annual Meeting, the Annual Meeting will proceed as an online only meeting. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on the Company's website including providing details of how to participate in an online meeting.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Hybrid meeting

The hybrid meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide that accompanies the Notice of Meeting. If you appoint a proxy to cast your vote, you are still able to attend the Annual Meeting via the Computershare Meeting Services web platform, however, you will not be able to cast your votes held by your proxy.

Addington Raceway & Events Centre, Christchurch

Shareholders will also be able to watch the Annual Meeting at the Addington Raceway & Events Centre, 75 Jack Hinton Drive, Christchurch on 27 October 2022, commencing at 2pm (unless an online only meeting is required due to COVID-19 restrictions). A shareholder may vote using a voting card provided at this venue during the Annual Meeting or via the Computershare Meeting Services web platform.

Appointment of Proxy

If you do not plan to attend the Annual Meeting, you may appoint a proxy. The Chair of the Annual Meeting is willing to act as a proxy for any shareholder who appoints that person for that purpose. To do this, enter 'the Chair' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz.

If in appointing your proxy, you do not name a person as your proxy (either online or on this Proxy Form), or your named proxy does not attend the meeting, the Chair of the Annual Meeting will be your proxy and may vote only in accordance with your express direction. ASX Listing Rule 14.2.2 requires the Company to state how the Chair will vote undirected (discretionary) proxies. The Chair will vote all undirected proxies in favour of the resolutions.

Voting of your Holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.

Companies

This form must be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

Comments and questions

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Corporate Representative Form

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of EBOS Group Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

or failing him/her, or if no person is named, the Chair of the Annual Meeting

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Shareholders of EBOS Group Limited to be held at the Park Hyatt Auckland, 99 Halsey Street, Auckland and online virtually through the Computershare Meeting Services web platform on Thursday, 27 October 2022 at 2:00pm** and at any adjournment of that meeting.

STEP 2

Items of Business – Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Ordinary Resolution

	For	Against	Proxy Discretion	Abstain
1. It is resolved that Mark Bloom be elected as a director of the Company.	☐	☐	☐	☐
2. It is resolved that Stuart McLauchlan be re-elected as a director of the Company.	☐	☐	☐	☐
3. It is resolved that the directors of the Company be authorised to fix the fees and expenses of Deloitte as auditor of the Company.	☐	☐	☐	☐

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission via the Computershare Meeting Services web platform.

Proxy contact Details (Phone): _____ and (Email): _____

SIGN

Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Shareholders of EBOS Group Limited to be held
at the Park Hyatt Auckland, 99 Halsey Street, Auckland and online
virtually through the Computershare Meeting Services web platform
on Thursday, 27 October 2022 at 2:00pm.

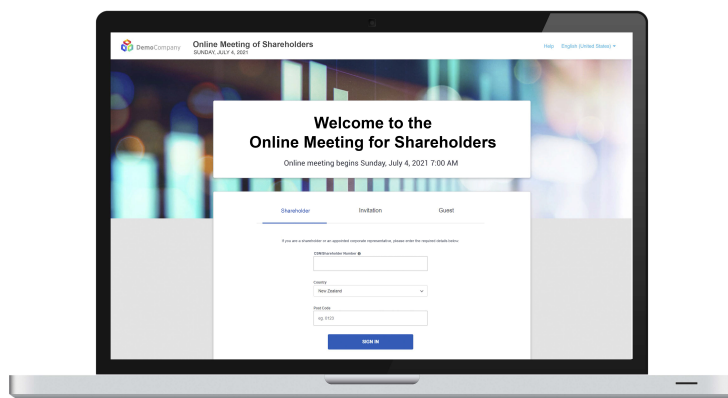
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

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

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



Visit <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

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

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Contact

If you have any issues accessing the website please call +64 9 488 8700.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.