



21 April 2026

## Annual General Meeting Notice – GemLife Communities Group (ASX: GLF)

I am pleased to invite you to the first Annual General Meeting of shareholders of GemLife Group Ltd (**Company**) and the first General Meeting of unitholders of GemLife Trust and its Stapled Trusts (**together, AGM or Meeting**), to be held on Thursday 28 May 2026 at 11:00 am (AEST) at the JW Marriott, Level 2, Springbrook Room, 158 Ferny Avenue, Surfers Paradise, Gold Coast QLD 4217.

The Notice of Meeting (**Notice**), accompanying explanatory notes, information on how to attend the AGM in person or view the AGM by webcast and how to vote (**AGM Documents**) are uploaded to the ASX announcements platform as part of this communication. The AGM Documents are being made available electronically and a printed copy will only be dispatched to securityholders who have requested or request a printed copy.

A copy of the AGM Documents is also available on [www.gemlife.com.au/governance/](http://www.gemlife.com.au/governance/).

A copy of the FY25 Annual Report is available on GemLife's investor website at: [www.gemlife.com.au/reports-and-presentations/](http://www.gemlife.com.au/reports-and-presentations/).

We encourage all securityholders to submit your votes in advance of the Meeting. You can vote in advance by direct voting or submitting a proxy form directing your proxy how to vote. Details on how to vote are included in the AGM Documents.

Thank you for your support of GemLife Communities Group during its first year as a listed Group, and I look forward to seeing you at the AGM.

Yours sincerely

**Kristie Brown**  
Chair of GemLife Group

### For more information, please contact:

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### About GemLife

GemLife Communities Group (ASX: GLF) comprises GemLife Group Ltd, together with Equity Trustees Limited as Responsible Entity for the Stapled Trusts.

GemLife is a leading pureplay developer, builder, owner and operator in Australia's Land Lease Community sector, delivering premium resort-style communities for homeowners aged 50 and over. GemLife's vertically integrated model supports the development and operation of master-planned communities that offer high-quality, low-maintenance homes with exceptional lifestyle and recreational amenities, enabling active and socially connected living for over 50s.



GemLife™

# Notice of GemLife Communities Group (ASX: GLF) First Annual General Meeting



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# Notice of Annual General Meeting

**To be held on:** Thursday 28 May 2026

**At the:** JW Marriott  
Level 2, Springbrook Room  
158 Ferny Avenue  
Surfers Paradise  
Gold Coast QLD 4217

**Commencing at:** 11:00 am AEST

GemLife Communities Group (ASX: GLF) (**GemLife**) is pleased to announce that its first annual general meeting of GemLife Group Limited (**Company**) and the first general meeting of unitholders of GemLife Trust and its stapled trusts, GTH Resorts No 2 Trust, GTH Resorts No 3 Trust, GTH Resorts No 4 Trust, GTH Resorts No 6 Trust, GTH Resorts No 8 Trust, GTH Resorts No 11 Trust, GTH Resorts No 12 Trust, GTH Resorts No 15 Trust and GTH Resorts No 19 Trust (**Stapled Trusts**) (together, **GemLife Group**) will be held on Thursday 28 May 2026 at 11:00 am (AEST). The Responsible Entity of the Stapled Trusts is Equity Trustees Limited (ACN 004 031 298; AFSL 240975) (**RE**).

The shares in the Company are stapled to the units in the Stapled Trusts which are quoted and traded as one security on the ASX.

Unless stated otherwise, all references in this Notice of Meeting (e.g. Board, Chair, Managing Director and Group Chief Executive Officer (**MD and Group CEO**), Chief Financial Officer (**CFO**) and Company Secretary relate to the Company.



## Notice of Annual General Meeting continued

**GemLife Communities Group gives notice that the first Annual General Meeting of GemLife Group Ltd and the first General Meeting of unitholders of the Stapled Trusts will be held concurrently, as follows:**

**Date:** Thursday 28 May 2026

**Time:** 11:00 am (AEST)

**Place:** The JW Marriott, Level 2, Springbrook Room, 158 Ferny Avenue, Surfers Paradise, Gold Coast QLD 4217

This Notice of Meeting (**Notice**) is issued by the Company and Equity Trustees Limited as the RE of the Stapled Trusts. The Annual General Meeting of the Company and the General Meeting of the Stapled Trusts may be held concurrently while shares in the Company are stapled to units in the Trusts. Accordingly, this will be a concurrent meeting of shareholders of the Company and unitholders of the Stapled Trusts (**AGM** or **meeting**).

Securityholders attending the meeting in person will be able to ask questions, make comments and vote at the meeting.

In addition, a live webcast will be made available for securityholders who are unable to attend the meeting in person. The webcast will be in listen-only mode and securityholders will not be able to comment, ask questions or vote on the webcast. Securityholders are encouraged to pre-register for the webcast using the following link: [https://us02web.zoom.us/webinar/register/WN\\_YmZsemZOThCB9qVieDezIA](https://us02web.zoom.us/webinar/register/WN_YmZsemZOThCB9qVieDezIA). Shareholders will be required to provide their Holder Identification Number (**HIN**) or Shareholder Reference Number (**SRN**). Following registration, an email will be sent to you which will include a webinar link and telephone dial-in details.

This Notice, accompanying explanatory notes and details on how to join the webcast (**AGM Documents**) are being made available to securityholders electronically only. Physical copies will not be dispatched to securityholders (unless a securityholder requests a copy).

A copy of the FY25 Annual Report (**Annual Report**) is available on the Company's investor website: [www.gemlife.com.au/reports-and-presentations/](http://www.gemlife.com.au/reports-and-presentations/).

### Explanatory notes

All information included in this Notice should be read in conjunction with these explanatory notes. The explanatory notes form part of this Notice.

### Attendance, voting information and voting form

Please read all sections of this Notice carefully to understand how to attend and vote at the AGM.

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# Ordinary business

## FY25 Financial and other reports

To receive and consider the Annual Report, including the Financial Report, Directors' Report and Auditor's Report of the GemLife Group for the financial year ended 31 December 2025.

### Resolution 1 – FY25 Remuneration Report

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

*"That the Remuneration Report contained in the Directors' Report for the financial year ended 31 December 2025 be adopted."*

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Refer to 'Voting Exclusions' on page 18 for voting restrictions that apply.

### Resolution 2 – Re-election of Alison Quinn as Non-Executive Director

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

*"That Alison Quinn who retires in accordance with section 10.1 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company."*

### Resolution 3 – Re-election of Mark Fitzgibbon as Non-Executive Director

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

*"That Mark Fitzgibbon who retires in accordance with section 10.1 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company."*

### Resolution 4 – Grant of performance rights for the Managing Director and Group Chief Executive Officer's Long-Term Incentive

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

*"That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to issue a maximum of 294,643 Performance Rights for the long-term incentive of the Managing Director and Group Chief Executive Officer, Adrian Puljich on the terms set out in the Explanatory Notes."*

Refer to 'Voting Exclusions' on page 18 for voting restrictions that apply.

### Resolution 5 – Appointment of Auditor

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

*"That for the purposes of the Corporations Act and for all other purposes, Deloitte Touche Tohmatsu having been nominated by a securityholder of the Company and having consented in writing to act in the capacity as Auditor, be appointed as the Auditor of the Company."*



# Attendance and voting at the AGM

## Entitlement to attend and vote at the AGM

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, persons eligible to vote at the AGM are those who are registered securityholders at 7:00 pm (AEST) on Tuesday, 26 May 2026.

## Voting

Voting on each resolution will be on a poll. Each securityholder present in person, by attorney, by proxy or, in the case of a body corporate, by a representative, shall have one vote for each security held. In the case of joint securityholders, all holders may attend the AGM but only one holder may vote at the AGM in respect of relevant securities (including by proxy). If more than one joint holder is present, and more than one of the joint holders votes in respect of the relevant securities held, only the vote of the joint holder whose name appears first in the share register, in respect of the relevant securities, will be counted.

Securityholders who wish to vote directly in advance of the AGM can do so via the Automic website using the following link <https://investor.automic.com.au/#/loginsah> (GemLife Group's share registry) using your username and password. Securityholders who do not have an account with Automic are encouraged to create an account as soon as possible in advance of the AGM.

## How to create an account with Automic

To create an account with Automic, please log in to <https://investor.automic.com.au>, click on 'Register' and follow the prompts. Shareholders will require their holder number (SRN or HIN) to create an account with Automic.

If you have any questions or are unable to access any of the AGM documents online, please contact Automic on [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) or by phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas) between 8:30 am and 5:30 pm AEDT Monday to Friday, for assistance or to arrange a copy.

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# Explanatory notes

These Explanatory Notes are intended to assist you in consideration of the business proposed at the AGM.

## Questions

During the AGM, securityholders will have a reasonable opportunity to ask questions about or make comments on the management of the GemLife Group and on the formal items of business of the AGM.

GemLife Group invites you to submit questions relevant to the business of the AGM, in writing. Questions relevant to the content of the auditor's report and the conduct of the audit can be submitted to the Company's auditor. Questions can be sent to either of the addresses below. Written questions must be received by 5:00 pm (AEST) on Thursday 21 May 2026:

**Email address:** [investors@gemlife.com.au](mailto:investors@gemlife.com.au)

**By mail to:**

The Company Secretary  
GemLife Group Limited  
Level 2, 120 Siganto Drive  
Helensvale QLD 4212

During the AGM, the Chair of the AGM will endeavour to address as many of the more frequently raised securityholder questions as reasonable, depending on timing constraints.

Please note that individual responses will not be sent to securityholders.



# Ordinary business

## FY25 Financial and other reports

The Corporations Act requires that the Annual Report including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2025 (Financial Reports), be laid before the AGM. The Company's Constitution also provides for the Financial Reports to be received and considered at the AGM. A copy of the Annual Report is available on the Group's website at: [www.gemlife.com.au/reports-and-presentations/](http://www.gemlife.com.au/reports-and-presentations/).

There is no formal resolution to be voted on in relation to this resolution.

At the AGM, securityholders will be given a reasonable opportunity to raise questions on the Financial Reports and 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 statements; and
- the independence of the auditor in relation to the conduct of the audit.

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# Ordinary resolutions

## Resolution 1 – FY25 Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take into account the outcome of the vote when considering future remuneration arrangements.

Securityholders will be given a reasonable opportunity to comment or raise questions in relation to the Remuneration Report at the AGM.

Under the Corporations Act, if 25% or more of votes cast are against the remuneration report at two consecutive AGMs (known as the 'two-strikes' rule), securityholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that a further meeting be held within 90 days at which all of the Company's Directors (other than the MD and Group CEO) must stand for re-election.

Voting exclusions relating to this resolution are set out on page 18 of this Notice.

### Board recommendation

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board recommends that securityholders vote **in favour** of this resolution.

The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.

### Re-election of Directors (in respect of the Company only)

Listing Rule 14.5 requires that at least one director stand for election or re-election at each AGM. Where no Director is otherwise required to retire at an AGM, the Board must nominate at least one director to stand for re-election.

Under Listing Rules 14.4 and 14.5, a Director appointed prior to the Company's admission to the official list must not hold office without re-election past the third AGM following listing, or three years after listing, whichever is longer. A Director appointed to fill a casual vacancy or as an addition to the Board prior to listing is not required to stand for re-election at the first AGM following listing, provided they do not hold office beyond the three year limit.

The Company's Constitution contains provisions regarding the election and re-election of Directors that are consistent with the Listing Rules.

While only one Director is required to stand for re-election under the Company's Constitution and the Listing Rules, two Directors are seeking re-election as a matter of good governance and to support a balanced Director rotation cycle at future AGMs.

Prior to appointing new Directors, the Board conducts background and reference checks to confirm their integrity, capability and experience. These checks assist in safeguarding GemLife Group's reputation and support stakeholder confidence. In line with this, appropriate checks and verifications were conducted prior to Alison Quinn's and Mark Fitzgibbon's appointment as part of the listing process.

Accordingly, Alison Quinn and Mark Fitzgibbon, who were appointed as Directors on 11 June 2025, prior to the Company's listing, will retire and offer themselves for re-election at this AGM.



## Ordinary resolutions continued

### Resolution 2 – Re-election of Alison Quinn (Alison) as Non-Executive Director

Re-election of Alison who retires in accordance with section 10.1 of the Company's Constitution and is standing for re-election as a Director of the Company at the AGM.

Alison is also a member of the Audit and Risk Committee and the Remuneration and Nomination Committee.

#### Experience and background

With more than 25 years' experience across real estate, infrastructure and property development with a particular focus on retirement living and master-planned communities, Alison brings extensive experience and a depth of industry related knowledge to the Board. Alison has held a number of senior executive leadership roles, including as Chief Executive Officer of RetireAustralia and Growth Management Queensland for Queensland State Government and Executive General Manager roles of Retirement at Aveo and Sanctuary Cove. She has also made a significant contribution to industry leadership and policy having served as a Director of the National Board of the Property Council of Australia and for three years as National President of the Retirement Living Council.

Alison is currently a Non-Executive Director of BWP Trust (ASX: BWP), Brisbane Airport Corporation (and Chair of the Property Committee), OakTree Retirement Group, UnitingCare Queensland, Economic Development Queensland and Ability First Australia. Alison is also an Advisory Board member for ADCO Constructions.

Alison holds a Bachelor of Commerce from University of Queensland. She has also been awarded an honorary life membership from the Property Council of Australia in recognition of her contributions to the senior living sector in Australia.

Alison has acknowledged to the Company that she has sufficient time to fulfil her responsibilities as a Director of the Company.

The Board considers Alison to be an independent Director.

#### Board recommendation

The Board (other than Alison) unanimously supports the re-election of Alison and recommends that securityholders vote **in favour** of this resolution.

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

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## Ordinary resolutions continued

### Resolution 3 – Re-election of Mark Fitzgibbon (Mark) as Non-Executive Director

Re-election of Mark who retires in accordance with section 10.1 of the Company's Constitution and is standing for re-election as a Director of the Company at the AGM.

Mark is also Chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

#### Experience and background

Mark's extensive senior executive leadership experience, supported by senior executive roles across a broad range of organisations, councils and industry bodies, brings a differentiated perspective to the Board.

Mark served as Chief Executive Officer and Managing Director of the nib Group from October 2002 to November 2024. During his tenure, he led nib through a significant period of growth, including its demutualisation and successful listing on the ASX in 2007 where nib is now an ASX 100 company.

Prior to joining nib, Mark held senior executive roles across a number of large Australian organisations including local council and peak industry bodies.

Mark is currently a Non-Executive Director of Sports Australia Hall of Fame Limited and a Member of the J.P. Morgan Advisory Council.

Mark holds a Masters in Business Administration from the University of Technology, Sydney and a Masters in Arts (Applied Research) from Macquarie University.

Mark has acknowledged to the Company that he has sufficient time to fulfil his responsibilities as a Director of the Company.

The Board considers Mark to be an independent Director.

#### Board recommendation

The Board (other than Mark) unanimously supports the re-election of Mark and recommends that securityholders vote *in favour* of this resolution.

The Chair of the AGM intends to vote all available proxies *in favour* of this resolution.

### Resolution 4 – Grant of long-term performance rights (Rights) for the Managing Director and Group Chief Executive Officer's long-term incentive

The GemLife Group Equity Incentive Plan (**GEIP**) is designed to attract, motivate and retain key senior executives and executive Directors and to align the interests of those key senior executives and executive Directors with the interests of securityholders by matching rewards with the long-term performance of the GemLife Group.

Following listing in July 2025, the Board adopted remuneration frameworks aligned with ASX governance standards, securityholder expectations, long-term retention and value creation. The long-term incentive framework aims to ensure that vesting outcomes capture value creation for securityholders (Absolute and Relative TSR), disciplined earnings growth (EPS), and execution of GemLife Group's development pipeline strategy (dwellings approved). Together, these measures align reward with both financial outcomes and the operational progress that underpins sustainable value creation.

The Board believes that part of Adrian Puljich's remuneration as MD and Group CEO should be performance-based and at risk, and should include equity interests in the GemLife Group. This approach is consistent with best practice in executive remuneration and corporate governance.



## Ordinary resolutions continued

Accordingly, Adrian's Long-Term Incentive will be granted as Rights. Rights will be granted to AJEVRP Holdings Pty Ltd (ACN 695 353 363) as an associate of Adrian under the Listing Rules (being an entity that Adrian controls). On vesting, each Right will entitle Adrian (through his nominee) to one fully paid ordinary security in GemLife Group (or an equivalent cash payment at the discretion of the Board). GemLife Group uses Performance Rights to enhance alignment between Adrian and securityholders over the long-term.

The Company is therefore proposing to issue a maximum of 294,643 Rights to Adrian's nominee in line with the GEIP. The number of Rights has been calculated by dividing \$1,500,000 (100% of Fixed Annual Remuneration) by \$5.0909 being the 5-day volume weighted average stapled security price (VWAP) of GLF stapled securities prior to the start of the performance period, which is 1 January 2026.

Details of the vesting conditions of the Rights are set out in the tables below.

Securityholder approval is being sought under Listing Rule 10.14 to provide the Company with flexibility to issue 294,643 Rights to Adrian's nominee. If this resolution is not passed, the Board will consider alternative long-term incentive remuneration arrangements for Adrian which may include sourcing securities on market, or a cash award aligned with the value of the proposed Rights and subject to the same terms and vesting conditions as the Rights.

Adrian receives fixed remuneration and variable remuneration via short-term and long-term incentives.

Details of Adrian's current annual remuneration package are set out below:

<b>Remuneration</b>	\$1,500,000 per annum (inclusive of statutory superannuation contributions) (FAR)
<b>Short-Term Incentive</b>	Short-Term Incentive at 100% of FAR (comprising cash and/or equity) subject to agreed short-term performance targets and Board discretion
<b>Long-Term Incentive</b>	Long-Term Incentive at 100% of FAR subject to long-term performance hurdles as determined by the Board

### ASX Listing Rule 10.15 Requirements

Rights will be granted to AJEVRP Holdings Pty Ltd as Adrian's nominee, which as an associate of Adrian falls within Listing Rule 10.14.2. As such, the proposed grant of Rights to Adrian's nominee requires securityholder approval. The following information in relation to the Rights proposed to be granted to Adrian's nominee pursuant to this resolution is provided in accordance with ASX Listing Rule 10.15:

#### (a) Number of rights

A maximum of 294,643 Rights are proposed to be granted.

#### (b) Price of rights

The Rights will be granted for no consideration and there is no exercise or vesting price.

#### (c) Vesting

Vesting will be subject to testing of performance conditions after the end of FY28 and will occur after the Company releases its audited financial accounts for FY28 to the ASX, which is expected to be on or around February 2029. Vesting is subject to continued employment with the Company or Group company until vesting date subject to the offer terms relating to cessation of employment. Unvested Rights will automatically lapse unless the Directors in their absolute discretion determine otherwise.

#### (d) Exercise of the rights

Exercise of the Rights is automatic following vesting. Each Right on vesting and exercise entitles Adrian's nominee to receive one fully paid ordinary security in GemLife (or an equivalent cash payment as determined by the Board).

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## Ordinary resolutions continued

### **(e) Securities previously issued to Adrian or his nominee under the GEIP**

The total number of securities previously issued to Adrian or his nominee is as follows:

- 360,577 Performance Rights issued to Adrian on 10 July 2025 in relation to the Company's Long-Term Incentive Plan.
- 107,679 Deferred Rights issued to Adrian's nominee on 9 April 2026, in relation to the equity portion of the FY25 Short-Term Incentive.

To date no securities have vested or been exercised.

The Performance Rights and Deferred Rights were granted for nil consideration and no price is payable on vesting or exercise.

### **(f) No loans given to acquire securities**

No loan will be provided by the Company in connection with the proposed grant of Rights.

### **(g) Issue of rights**

Subject to receiving securityholder approval at the AGM, the Company will grant the Rights as soon as practical and in any event within 12 months after the date of this AGM.

### **(h) Details of securities issued**

Details of any securities issued under the GEIP will be published in the Annual Report of the Company relating to the period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

### **(i) Approval for persons covered by ASX Listing Rule 10.14**

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the GEIP after this resolution is approved, and who are not named in this Notice, will not participate in the GEIP until approval is obtained under that rule.

### **(j) Voting exclusion statement**

A voting exclusion statement in relation to this resolution is set out on page 18.

### **(k) Performance period**

1 January 2026 to 31 December 2028.

### **(l) Dividend, distribution and voting rights**

The Rights do not carry dividend, distribution or voting rights prior to vesting. Securities allocated on vesting carry the same dividend, distribution and voting rights as other Securities.

### **(m) Cessation of employment**

The following treatment will apply, unless the Board determines otherwise:

- in the case of resignation or termination for cause, all unvested Rights will lapse; or
- if Adrian ceases to be employed in any other circumstances, a pro rata portion (for the portion of the performance period elapsed) of unvested Rights will remain on foot and will be tested in the ordinary course.



## Ordinary resolutions continued

### (n) Clawback and preventing inappropriate benefits

The Board may in its absolute discretion forfeit some or all of the Rights, where in the Board's opinion, Adrian has acted fraudulently or dishonestly or has breached a material obligation to the GemLife Group.

### (o) Change of control

The Board may determine that all or some of the Rights vest prior to the end of the Performance Period, lapse, be forfeited or cease to be subject to restrictions if there is a change of control.

### (p) Vesting conditions

Details of the vesting conditions for the proposed grant of Rights are summarised below:

## 1. Performance conditions

### 1.1 Absolute TSR – Tranche 1 of Rights

Absolute TSR measures GemLife Group's total securityholder return (which includes growth in the price of Stapled Securities together with the value of any distributions paid during the period, assuming those distributions are re-invested into new Stapled Securities).

GemLife Group's Absolute TSR will be measured over the Performance Period.

The number of Rights that vest in Tranche 1 will be determined by the Board on the following basis:

Annual TSR achieved over the performance period	Percentage of Rights that vest from Tranche 1
Less than 10%	0%
10%	25%
Between 10% and 15%	Progressive pro-rata vesting on a straight line basis between 25% to 100%
15% or above	100%

### 1.2 Relative TSR – Tranche 2 of Rights

The relative TSR (**RTSR**) performance condition measures GemLife Group's performance over the Performance Period relative to the TSR performance of the companies in a peer group.

The TSR of GemLife Group is compared to the TSRs of a peer group of companies over the Performance Period, to determine its percentile ranking. The level of TSR growth achieved by GemLife Group over the Performance Period is given a percentile ranking having regard to its performance versus companies in the peer group.

The peer group comprises the S&P/ASX 200 A-REIT Index. The Board has discretion to adjust the peer group, including to account for acquisitions, mergers or other relevant corporate actions or delistings.

The number of Rights that vest in Tranche 2 will be determined by the Board by reference to the Company's relative ranking on the following basis.

Relative ranking (percentile)	Percentage of Rights that vest from Tranche 2
Less than 50th percentile	0%
At 50th percentile	50%
Between 50th and 75th percentile	Progressive pro-rata vesting on a straight-line basis between 50% to 100%
75th percentile or above	100%

## Ordinary resolutions continued

### 1.3 Earnings Per Share (EPS) growth – Tranche 3 of Rights

EPS is defined as underlying profit (as disclosed in GemLife Group's Annual Reports) divided by the weighted average number of Stapled Securities on issue from time to time.

Compound underlying EPS growth	Percentage of Rights that vest from Tranche 3
Less than 5%	0%
At 5%	30%
Between 5% and 9%	Progressive pro-rata vesting on a straight-line basis between 30% to 100%
9% or above	100%

### 1.4 Development approval for dwellings – Tranche 4 of Rights

The growth of the business depends on the continued acquisition of suitable sites for development of new lifestyle resorts. Achieving development approval for new dwellings to contribute to the pipeline is therefore a key metric in GemLife Group's continued long-term growth. Therefore, the fourth tranche of Rights will be subject to the following vesting schedule.

Number of dwellings for which DA is approved over the performance period	Percentage of Rights that vest from Tranche 4
Under 500	0%
500	50%
Between 500 and 1,000	Progressive pro-rata vesting on a straight-line basis between 50% to 100%
1,000 or above	100%

## 2. Testing of performance conditions

The performance conditions will be tested after the end of the Performance Period.

The number of Rights that vest (if any) will be determined by the Board following completion of testing. Achievement against the performance conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. There will be no re-testing and any Rights that do not vest will automatically lapse.

In assessing performance against the performance conditions or calculating the performance conditions, the Board in its absolute discretion may make any adjustments having regard to any matters that it considers relevant, including adjusting for abnormal or unusual factors.

### Board recommendation

The Board (other than Adrian) unanimously supports the grant of the Rights for the reasons set out above and recommends that securityholders vote *in favour* of this resolution.

The Chair of the AGM intends to vote all available proxies *in favour* of this resolution.



## Ordinary resolutions continued

### Resolution 5 – Appointment of Auditor

Section 327B(1)(a) of the Corporations Act requires the Company to appoint an auditor at its first AGM. Accordingly, the Company is seeking securityholder approval for the appointment of Deloitte Touche Tohmatsu as the Company's auditor.

In accordance with section 328B(1) of the Corporations Act, the Company has received a notice of nomination from a securityholder of the Company for the appointment of Deloitte Touche Tohmatsu as auditor of the Company. A copy of this notice is attached at Attachment A.

Deloitte Touche Tohmatsu has provided its written consent to act as the Company's auditor (subject to securityholder approval of this resolution).

Under the Corporations Act, unitholder approval is not required to appoint an auditor of the Stapled Trusts. Accordingly, the RE has appointed Deloitte Touche Tohmatsu as the auditor of the Stapled Trusts.

Securityholder approval is sought for the appointment of Deloitte Touche Tohmatsu as auditor of the Company.

#### Board recommendation

The Board unanimously recommends that Deloitte Touche Tohmatsu be appointed as auditor of the Company and that securityholders vote *in favour* of this resolution.

The Chair of the AGM intends to vote all available proxies *in favour* of this resolution.

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# Other attendance and voting information

## Entitlement to vote

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Act that, for the purpose of entitlement to vote at the AGM, securities will be taken to be held by those who hold them at 7:00 pm (AEST) on Tuesday, 26 May 2026.

## How to vote

### Voting methods

Securityholders can vote in one of the following ways:

- by attending the meeting (either personally, by attorney or in the case of corporate securityholders, by a corporate representative) and casting votes in person;
- by lodging votes in advance of the AGM using Automic's voting facility; or
- by appointing a proxy to attend and vote at the meeting on your behalf by following the instructions on the proxy form.

Voting on the items set out in this Notice will be conducted by poll.

### Voting deadline

To be valid, the form appointing a proxy (instructions on proxy form) must be submitted by 11:00 am (AEST) Tuesday, 26 May 2026. Proxy appointments received after this time will be invalid.

### Proxy voting

**Proxies can be appointed as follows:**

- online through Automic's website at <https://investor.automic.com.au/#/loginsah>; or
- by e-mailing, posting or delivering the proxy form to Automic Pty Ltd at one of the addresses below (details also included on the Proxy Form):

**Email:**

***meetings@automicgroup.com.au***

**Delivery:**

Level 5  
126 Phillip Street  
Sydney NSW 2000

**Post:**

GPO Box 5193  
Sydney NSW 2001

A securityholder entitled to cast more than one vote on a resolution may appoint two proxies, in which case the securityholder should specify the proportion or number of votes each proxy is appointed to exercise. If no proportions or numbers are specified, each proxy may exercise half of the securityholder's votes.

For proxy appointments to be effective, they must be submitted by the time specified in the voting deadline section of this Notice.



## Other attendance and voting information continued

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the securityholder's behalf, and on a poll, the securities that are the subject of the proxy appointment will not be counted in calculating the required majority.

A proxy is not revoked by the appointing securityholder attending and taking part in the meeting, unless the appointing securityholder votes at the meeting on a resolution(s) for which the proxy is proposed to be used. In which case the proxy must not vote, as the appointor's proxy or attorney on the resolution.

A proxy need not be a securityholder of GLF.

The Corporations Act provides the following for the processing of proxy votes.

### Directed proxy votes

On a poll, if:

- a securityholder has appointed a proxy (other than the Chair of the AGM) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that securityholder's proxy is either not recorded as attending the AGM or does not vote on the resolution, the Chair of the AGM will, before voting on the resolution closes, be taken to have been appointed as the proxy for the securityholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that securityholder.

### Undirected proxy votes

Securityholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of the Company's Key Management Personnel (**KMP**) or their closely related parties voting as a proxy on resolutions 1 and 4, if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting as they think fit.

Where the Chair of the AGM is appointed, or is taken to be appointed, as a securityholder's proxy and that securityholder has not specified the way in which they are to vote for resolutions 1 and 4, then by completing and submitting the proxy form the securityholder is expressly authorising the Chair of the AGM to exercise the proxy as they decide notwithstanding that these items are connected with the remuneration of the Company's KMP.

### Revocation of proxies

Any revocation of proxies must be made at <https://investor.automic.com.au/#/loginsah> before the time of the commencement of the meeting.

### Voting by corporations

To vote at the AGM (other than by proxy), a corporation that is a securityholder must appoint a person to act as its representative. A letter of representation, including any authority under which it is signed, must be lodged with Automic prior to the commencement of the AGM.

### Proxy voting by Chair

The Chair of the AGM intends to vote all available proxies *in favour* on all resolutions.

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## Other attendance and voting information continued

### Voting exclusions

#### Resolution 1 – Adoption of Remuneration Report

**Voting prohibition statement:**

The Company will disregard any votes cast on resolution 1:

- (a) by or on behalf of any of the Company's KMP named in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on resolution 1:

- (a) in accordance with a direction as to how to vote on the proxy form; or
- (b) by the Chair of the AGM pursuant to the express authorisation to exercise the proxy even though resolution 1 is connected with the remuneration of the Company's KMP.

#### Resolution 4 – Grant of long-term performance rights (Rights) for the Managing Director and Group Chief Executive Officer

**Voting exclusion:**

The Company will disregard any votes cast on resolution 4 by:

- (a) Adrian Puljich or AJEVRP Holdings Pty Ltd or any of their associates in favour of resolution 4, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their closely related parties.

However, the Company need not disregard a vote if it is cast on resolution 4:

- (a) by a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney in the proxy form to vote in that way; or
- (b) by the Chair of the AGM as proxy for a person who is entitled to vote on the resolution, pursuant to an express authorisation to exercise the proxy as the Chair of the AGM decides; or
- (c) 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:
  - (i) 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 resolution 4; and
  - (ii) the holder votes on resolution 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.



## Further information

Securityholders should direct any questions in relation to this Notice to Automic (contact details on page 05 of this Notice) in relation to voting, or to the Company Secretary on +61 455 426 655 or [fiona@gemlife.com.au](mailto:fiona@gemlife.com.au) for any other matter relating to the AGM.

By order of the Board

A handwritten signature in black ink, appearing to read 'Fiona van Wyk'.

**Fiona van Wyk**  
Company Secretary

21 April 2026

# Attachment A

## Attachment A

1 April 2026

The Directors  
GemLife Group Limited  
120 Siganto Drive  
Helensvale QLD 4212

Dear Directors

### Notice of Nomination of Auditor

In accordance with section 328B of the Corporations Act 2001(Cth) (**Corporations Act**), I, the undersigned, being a member of GemLife Group Limited (**Company**) nominate Deloitte Touche Tohmatsu of Riverside Centre, 123 Eagle St, Brisbane City QLD 4000 for appointment as the Company's auditor at the Company's first Annual General Meeting to be held on Thursday 28 May 2026, or at any adjournment of the meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Notes for the Annual General Meeting of the Company as required by section 328B(3) of the Corporations Act.

Yours sincerely

DocuSigned by:  
  
25BF40E22CB8454...

**Rebecca Emily Lang – MRL A/C**



# Corporate directory

## GemLife Communities Group (ASX: GLF) (Stapled Group)

GemLife Group Limited, its subsidiaries, GemLife Trust and its stapled trusts, GTH Resorts No 2 Trust, GTH Resorts No 3 Trust, GTH Resorts No 4 Trust, GTH Resorts No 6 Trust, GTH Resorts No 8 Trust, GTH Resorts No 11 Trust, GTH Resorts No 12 Trust, GTH Resorts No 15 Trust and GTH Resorts No 19 Trust (**Stapled Trusts**).

## Responsible Entity of GemLife Trust and its Stapled Trusts

Equity Trustees Limited  
(ACN 004 031 298; AFSL 240975)

## Directors (GemLife Group Ltd)

Kristie Brown (Chair)  
Alison Quinn  
Mark Fitzgibbon  
Inderbethal Thakral  
Adrian Puljich

## Directors – Responsible Entity of GemLife Trust and its Stapled Trusts

Michael O'Brien  
Russell Beasley  
Andrew Godfrey  
David Warren  
Johanna Platt

## Joint Company Secretaries (GemLife Group Limited)

Ashmit Thakral  
Fiona van Wyk

## Head of Investor Relations and Strategy

Adam Fairfax

## Registered Office

Level 2  
Siganto Drive  
Helensvale QLD 4212

## Website

[www.gemlife.com.au](http://www.gemlife.com.au)

## Share Registry

### Automic Pty Ltd

Level 5  
126 Phillip Street  
Sydney NSW 2000 Australia

## Auditor

### Deloitte Touche Tohmatsu

Riverside Centre  
Level 23, 123 Eagle Street  
Brisbane QLD 4000 Australia

## Securities Exchange Quotation

GemLife Communities Group is listed on the Australian Securities Exchange (**ASX code: GLF**).

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**GemLife™**

[gemlife.com.au](http://gemlife.com.au)



# Proxy Voting Form

If you are attending the Meetings in person, please bring this with you for Securityholder registration.

GemLife Communities Group (ASX: GLF) (GemLife) comprising GemLife Group Ltd (Company) and the GemLife Trust and its stapled trusts, GTH Resorts No 2 Trust, GTH Resorts No 3 Trust, GTH Resorts No 4 Trust, GTH Resorts No 6 Trust, GTH Resorts No 8 Trust, GTH Resorts No 11 Trust, GTH Resorts No 12 Trust, GTH Resorts No 15 Trust and GTH Resorts No 19 Trust (Stapled Trusts) (together, GemLife Group). The Responsible Entity of the Stapled Trusts is Equity Trustees Limited (ACN 004 031 298; AFSL 240975) (RE)

Your proxy voting instruction must be received by **11:00am (AEST) on Tuesday, 26 May 2026**, being **not later than 48 hours** before the commencement of the Meetings. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meetings.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Securityholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meetings as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Securityholder of the Company. Otherwise if you leave this box blank, the Chair of the Meetings will be appointed as your proxy by default.

A proxy is not revoked by the appointing Securityholder attending and taking part in the meeting, unless the appointing Securityholder votes at the meeting on a resolution(s) for which the proxy is proposed to be used. In which case the proxy must not vote, as the appointer's proxy or attorney on the resolution.

### DEFAULT TO THE CHAIR OF THE MEETINGS

Any directed proxies that are not voted on a poll in accordance with their instructions at the Meetings will default to the Chair of the Meetings, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meetings will be voted according to the Chair's voting intentions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Securityholder must sign.

**Joint holding:** Where the holding is in more than one name, all Securityholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meetings the appropriate 'Appointment of Corporate Representative' should be lodged with Automic prior to the commencement of the Meetings. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

