ASX MEDIA RELEASE

23 April 2021

STEALTHGLOBAL HOLDINGS LTD

NOTICE OF EXTRAORDINARY GENERAL MEETING

Stealth Global Holdings Ltd (Stealth or the Company) (ASX: SGI) today releases its Notice of Meeting dated 23 April 2021 for the Extraordinary General Meeting (**EGM**) to be held on Wednesday 26 May 2021 at 11.00am (Australian Western Standard Time) at BDO, 38 Station Street, Subiaco, WA 6008 (**Notice of General Meeting**).

The purpose of the EGM is related to the acquisition by Stealth of all of the ordinary shares in C&L Tool Centre Pty Ltd (C&L) on 1 December 2020 (see ASX announcements 26 November, 27 November and 2 December 2020). This acquisition was primarily funded by a debt facility with the Commonwealth Bank of Australia (CBA). Under the terms of this facility, Stealth Shareholders are required to approve the deemed financial assistance provided by C&L to Stealth through the acquisition of C&L's assets as outlined in section 260A(1) of the Corporations Act.

The requirement to hold an EGM has resulted from the terms of a new Finance Agreement with CBA, which prevents Stealth from deferring the shareholder approval of the transaction until its 2021 AGM (expected in November 2021), and therefore requires an EGM to seek the requisite shareholder approval. The Explanatory Memorandum that forms part of the Notice of General Meeting provides Shareholders with the material information relating to the resolution.

The Notice of General Meeting will be dispatched to shareholders today and is attached to this announcement.

For further enquiries:

Mike Arnold
Group Managing Director & CEO
P: +61 (0) 8 6465 7800

John Boland
Group Chief Financial Officer
P: +61 (0) 8 6465 7800

-ENDS-

About Stealth Global Holdings

Stealth Global Holdings Limited (ASX code: SGI) is a leading Australian Public Listed multinational distribution group. With annual sales of over $75 million, our diversified business operates as a wide range distributor of Industrial, Safety/PPE, Tooling, Hardware, Building & Construction, and everyday Workplace products and provider of supply chain solutions to more than 4,000 business customers and 34,000 retail customers across a variety of industry sectors. Headquartered in Perth, Western Australia, we hold interests in Australia, United Kingdom, Asia and Africa under five competitive subsidiary brands, Heatley's Safety & Industrial, C&L Tool Centre, Australian Workplace Supplies, Industrial Supply Group and BSA Brands (UK) a joint venture with Bisley Workwear. Our vast range of products are physically stocked in Distribution centres, in our widespread network of Stores and at Onsite locations, supported by sales & service specialists, Online digital channels, fulfillment operations, delivery systems and strong marketing, content, and advertising programs.

ISSUED CAPITAL
99.7 million Ordinary Shares

PRINCIPAL OFFICE
Level 2/43 Cedric Street
Stirling, Western Australia 6021

CONTACT
Michael Arnold
Group Managing Director

John Boland
Group Chief Financial Officer

P: +61 86465 7800
E: investors@stealthgi.com
W: www.stealthgi.com

ABN: 25 615 518 020

STEALTH GLOBAL
HOLDINGS LTD.
ASX:SGI

23 April 2021

Dear Shareholder,

NOTICE OF EXTRAORDINARY GENERAL MEETING

Stealth Global Holdings Ltd (ASX: SGI) (the Company or Stealth) is convening an Extraordinary General Meeting on Wednesday, 26 May 2021 at 11:00 am (AWST), located at 38 Station Street, Subiaco, WA 6008.

The following documents will be posted or electronically despatched to Shareholders (according to Shareholders' stated preferences) on 23 April 2021. They can be viewed and downloaded from the Company's website at www.stealthgi.com:

- this Letter to Shareholders
- Notice of Extraordinary General Meeting (including Explanatory Notes)
- Voting Form.

As you have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Shareholders are encouraged to submit their proxy vote online or by form in accordance with the instructions on the Proxy Form.

The Company strongly encourages Shareholders to lodge a directed proxy form prior to the meeting. Your proxy vote must be received by 11:00 am (AWST) on Monday, 24 May 2021. Any proxy vote received after that time will not be valid for the meeting.

The Notice of Extraordinary General Meeting sets out, amongst other things, the purpose of the Meeting and should be read in its entirety. If you are in doubt as to any of the matters set out in the Notice of Extraordinary General Meeting or how you should vote, you should seek advice from your professional advisers prior to voting. If you have questions about the Meeting and voting arrangements, please email the Company Secretary at investors@stealthgi.com.

Yours sincerely,

Mike Arnold
Group Managing Director & CEO

STEALTH GLOBAL HOLDINGS LTD
ACN 615 518 020

NOTICE OF EXTRAORDINARY GENERAL MEETING
EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Wednesday, 26 May 2021

Time of Meeting

11:00 am (AWST)

Place of Meeting

BDO, 38 Station Street, Subiaco WA 6008

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY AND SEEK INDEPENDENT LEGAL AND/OR FINANCIAL ADVICE BEFORE DECIDING HOW TO VOTE ON THE RESOLUTIONS.

If you are in doubt how to deal with this document or how to vote on the Resolution, please consult your financial or other professional adviser.

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company Secretary via email at investors@stealthgi.com.

STEALTH GLOBAL

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of Stealth Global Holdings Ltd (**Company** or **Stealth**) is to be held on Wednesday, 26 May 2021, at BDO, 38 Station Street, Subiaco WA 6008 at 11:00 am (AWST).

The Explanatory Memorandum that accompanies and forms part of this Notice describes all of the matters to be considered at this Extraordinary General Meeting.

BUSINESS

Resolution 1 – Financial Assistance

To consider, and if thought fit, to pass with or without amendment the following resolution as a **special resolution**:

> *"That, for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for C&L Tool Centre Pty Ltd (a wholly owned subsidiary of the Company) to provide financial assistance to Stealth in connection with the acquisition by Stealth of all of the ordinary shares in C&L Tool Centre Pty Ltd, as further described in the Explanatory Notes that accompany this Notice"*
>
> Please refer to the Explanatory Notes, prepared in accordance with section 260B(4) of the Corporations Act 2001 (Cth), which forms part of this Notice.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum is incorporated in and comprises part of this Notice.

Shareholders are directed to the "Definitions" section set out in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and in the Explanatory Memorandum.

ACTIONS TO BE TAKEN BY SHAREHOLDERS

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek legal and/or financial advice from their professional advisers prior to voting.

If Shareholders have questions about the Extraordinary General Meeting and voting arrangements, please email the Company Secretary at investors@stealthgi.com.

VOTING BY PROXY

The Proxy Form provides further details on appointing proxies and lodging proxy votes. Proxy votes (together with any authority under which the Proxy Form was signed or a certified copy of the authority) must be received before 11:00 am (AWST) on Monday, 24 May 2021.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:
- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

VOTING ENTITLEMENTS

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register as at 4:00 pm (AWST) on Monday, 24 May 2021 will be entitled to attend and vote at the Extraordinary General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Extraordinary General Meeting should provide that person with an original (or certified copy) certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act.

ATTORNEYS

If an attorney is to attend the Extraordinary General Meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 11:00 am (AWST) on Monday , 24 May 2021. Previously lodged powers of attorney will be disregarded by the Company.

QUESTIONS

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Extraordinary General Meeting by email to the Company Secretary at investors@stealthgi.com.

DATED THIS 16TH OF APRIL 2021
BY ORDER OF THE BOARD

Jessamyn Lyons
Company Secretary

STEALTHGLOBAL

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Extraordinary General Meeting of Stealth Global Holdings Ltd (**Company** or **Stealth**).

The Board recommends Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

1. Resolution 1 – Financial Assistance

1.1 General

Stealth and the Subsidiaries are parties to:

(a) General Security Deed dated 16 December 2020 between, among others, Commonwealth Bank of Australia ABN 48 123 123 124 (**Financier**) and Stealth (**GSD**);
(b) Facility Agreement dated 16 December 2020 between, among others, the Financier and Stealth (**FA**); and
(c) A number of other finance documents required by, or referred to in the documents listed in either the GSD and/or the FA,

(together the **Finance Documents**), which form the documents underlying Stealth's debt facility with the Financier (**Facility**).

The terms of the Facility, including in relation to interest charge, events of default, representations, and warranties (from Stealth and the Subsidiaries) are customary for debt facilities of this nature.

The FA requires Stealth to ensure certain subsidiaries, including wholly owned subsidiaries or any subsidiary who individually or as part of the Stealth Group satisfies the prescribed earnings or assets tests (**Guarantor Coverage**), become a 'Transaction Party' to the Finance Documents (**Transaction Party**) by executing a Transaction Party Accession Deed Poll (**Accession Deed**). By doing so, each subsidiary will be providing financial assistance of the kinds described below, under the heading '1.5 The Proposed Financial Assistance, in detail'.

Transaction Parties are required to, amongst other things, provide security over all their assets in favour of the Financier, and irrevocably and unconditionally guarantee to the Financier under the Finance Documents the payment of the secured monies on terms contained in the Finance Documents (collectively, the **Securities**).

On 1 December 2020, Stealth acquired all of the ordinary shares in C&L Tool Centre Pty Ltd (**Acquired Company**) so that it became a wholly owned subsidiary of Stealth.

1.2 Accession to the Finance Documents

In accordance with Guarantor Coverage tests in the Finance Documents, Stealth is now required to ensure that the Acquired Company becomes a Transaction Party to the Finance Documents by executing an Accession Deed.

1.3 The Financial Assistance rules

Section 260A(1) of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only in certain circumstances, including where the giving of the assistance does not materially prejudice (a) the interests of the company or its shareholders, or (b) the company's ability to pay its creditors; or where the assistance is approved by shareholders under section 260B of the Corporations Act.

Financial assistance is broadly interpreted and may be the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability.

The Board (being the same directors as of the Acquired Company) have not formed the view that the accession to the Finance Documents by the Acquired Company will have the effect of materially prejudicing the interests of creditors or the shareholders of the Acquired Company. However, due to uncertainty surrounding the interpretation and application of the expression "material prejudice" and the fact that, on the face of it, acceding to the Finance Documents does to some extent prejudice the Acquired Company's freedom to operate its business as it sees fit, the Board believes it is prudent to obtain the approval of its shareholders under section 260B of the Corporations Act.

Between the date of this Notice and the Extraordinary General Meeting, Stealth (being the shareholder of the Acquired Company) will be asked to give approval for the giving of financial assistance by the Acquired Company to Stealth. Under section 260B(2) of the Corporations Act, if immediately after the acquisition, the company giving financial assistance will be a subsidiary of another corporation which is listed in Australia, that listed domestic corporation must also obtain shareholder approval for the financial assistance at a general meeting. As Stealth is the listed holding company of the Acquired Company, this resolution seeks the approval of Shareholders, pursuant to section 260B(2) of the Corporations Act, for financial assistance to be provided by the Acquired Company.

In compliance with section 260B(4) of the Corporations Act, Shareholders are advised of the information below.

1.4 Reason for Financial Assistance

The reason for the giving of the financial assistance described above is to enable Stealth to comply with its obligations under the Finance Documents.

If approval for financial assistance is not provided, Stealth will need to investigate the possibility of undertaking corporate restructuring to move all or a substantial portion of the assets in the Acquired Company to entities which are existing Transaction Parties under the Finance Documents. There is no guarantee that any such restructuring would be successful or efficient. In addition, restructuring will incur additional costs for Stealth which would not otherwise be incurred if the resolution is approved.

Further, if shareholder approval is not provided and Stealth is not able to complete any such corporate restructuring by 31 May 2021 Stealth:

(a) will be in breach of undertakings which will result in the occurrence of an ‘Event of Default’ and a ‘Review Event’ enabling the Financier to exercise rights under the Finance Documents such as demanding repayment of all money owing under the Finance Documents, and/or repricing Stealth’s debt under the Facility; and
(b) may be forced to negotiate alternative financing and incur break costs and additional transaction fees.

1.5 The Proposed Financial Assistance in detail

By executing the Accession Deed and granting the Securities, the Acquired Company will provide the following financial assistance to Stealth:

(a) It will unconditionally and irrevocably guarantee the repayment of any secured money under the Finance Documents;
(b) It will provide the Financier with security over the Acquired Company’s assets on the terms of the Finance Documents; and
(c) It will give the indemnities, undertakings, representation, and warranties to which Stealth and each other Transaction Party has provided and continues to provide to the Financier. The undertakings and representations may restrict various corporate actions the Acquired Company could otherwise undertake.

The Board does not currently believe that Stealth, any existing Transaction Party or the Acquired Company is likely to be in default in relation to its obligations under the Finance Documents.

1.6 Advantages

The advantage to Stealth of the proposed resolution is that:
(a) the Acquired Company will be able to execute an Accession Deed and grant the Securities; and,
(b) it will allow Stealth to meet the Guarantor Coverage under the Finance Documents and avoid the occurrence of an ‘Event of Default’ and a ‘Review Event’ under the Finance Documents.

In addition, Stealth would not be required to incur the additional cost of corporate restructuring, and the risk that it may not be able to complete the corporate restructuring by 31 May 2021. The effect of failure to complete the corporate restructuring by 31 May 2021 is set out above under “1.4 Reason for Financial Assistance”.

The principal advantage of the proposed resolution to the Acquired Company is that it will benefit from the Subsidiaries. The Board believes that this is in the interests of the Acquired Company because the Acquired Company will:

(a) have greater access to funding as a result of integration in the Stealth Group;
(b) benefit from synergies, cost savings and greater growth potential through that integration with the Stealth Group; and
(c) have access to new management expertise provide by Stealth.

In addition, if approval of financial assistance is not obtained, and Stealth is not able to complete the corporate restructuring by 31 May 2021, the Financier may require immediate repayment of the amounts owing under the Finance Documents, and this may have a material impact on the operations of the Acquired Company.

The Board believes that approving the financial assistance described above is in the interests of Stealth.

1.7 Disadvantages

The Board does not believe there are any disadvantages for Stealth as a result of the proposed resolution as Stealth is already a Transaction Party to the Finance Documents.

The disadvantages of the proposed resolution for the Acquired Company include the following:

(a) The Acquired Company will become liable for amounts due under the Finance Documents and the Acquired Company's assets may become subject to enforcement action by the Financier in the event of any 'Event of Default' and any 'Review Event' under the Finance Documents;

(b) The Acquired Company becoming a Transaction Party under the Finance Documents may impact on its ability to borrow in the future;

(c) The corporate actions of the Acquired Company will be restricted by the terms of the Finance Documents; and

(d) Although the Board does not currently believe there is or will likely be any prospect of default, a member of the Stealth Group may, in the future, default under the Finance Documents which will result in the financier having various rights under the Finance Documents including making a demand under a guarantee or indemnity provide by the Acquired Company requiring immediate repayment of amounts due under the Finance Documents.

1.8 Prior Notice to ASIC

Copies of the Notice of Extraordinary General Meeting and these Explanatory Notes were lodged with the Australian Securities and Investments Commission before being sent to Shareholders in accordance with section 260B(5) of the Corporations Act.

1.9 Disclosure

The Board considers that the Notice and these Explanatory Notes contain all information known to Stealth that would be material to Shareholders in deciding how to vote on the resolution, other than information which it would be unreasonable to require Stealth to include because it has been previously disclosed to Shareholders.

1.10 Voting consequences

This resolution is a special resolution and will be passed If more than 75% of votes cast by Shareholders are in favour of the Resolution.

1.11 Board recommendation

The Directors unanimously support the provision of Financial Assistance by the Acquired Company and recommend that Shareholders vote in favour of the Resolution.

1.12 Voting Intention

The Chair of the Extraordinary General Meeting intends to vote all undirected proxies in favour of Resolution 1.

DEFINITIONS

$ means an Australian dollar.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

AWST means Australian Western Standard Time, being the time in Perth.

Australian GAAP means the Generally Accepted Accounting Principles as reflected in the accounting standards issued by the Australian Accounting Standards Board.

Board means the board of directors of the Company.

Chair (or Chairperson) means the person appointed to chair the Meeting convened by this Notice.

Company or **Stealth** means Stealth Global Holdings Ltd (ACN 615 518 020).

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a Director of the Company and **Directors** means the directors of the Company.

EBITDA means the net earnings of the Company before interest, income tax, depreciation and amortisation expenses as determined in accordance with Australian GAAP.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Extraordinary General Meeting**.**

Extraordinary General Meeting means the extraordinary general meeting the subject of this Notice.

Finance Documents means the General Security Deed dated 16 December 2020 between, among others, Commonwealth Bank of Australia and Stealth (**GSD**); the Facility Agreement dated 16 December 2020 between, among others, Commonwealth Bank of Australia and Stealth (**FA**); and other finance documents required by, or referred to in, the GSD or FA.

Financier means Commonwealth Bank of Australia ABN 48 123 123 124

Listing Rules means the official listing rules of the ASX.

Meeting means the meeting of Shareholders convened by the Notice of Extraordinary General Meeting.

Net Profit Before Tax means the net operating profit of the Company before any income tax on a normalised basis prior to the Completion Date and otherwise determined in accordance with Australian GAAP.

Notice or **Notice of Meeting** means the notice of extraordinary general meeting accompanying this Explanatory Memorandum.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution in the Notice.

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

Shareholder means a shareholder of the Company.

Stealth Group means collectively Stealth and the Subsidiaries.

Subsidiaries means the following subsidiaries of Stealth:

- Australian Workplace Services Pty Ltd
- Heatleys Group Holdings Pty Ltd
- Heatley Sales Pty Ltd
- Industrial Supplies Group Pty Ltd
- Stealth Global Industries (Australia) Pty Ltd
- Trade Counter Direct Pty Ltd

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Stealth Global Holdings Ltd
ABN 25 615 518 020

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

SGI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (AWST) on Monday, 24 May 2021.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

Voting 100% 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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

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 you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate “Appointment of Corporate Representative”. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Stealth Global Holdings Ltd hereby appoint

☐ **the Chairman of the Meeting** **OR** ______________________

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Stealth Global Holdings Ltd to be held at BDO, 38 Station Street, Subiaco, WA 6008 on Wednesday, 26 May 2021 at 11:00 AM (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Financial Assistance	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address