

Simonds Group Limited
Tower 2, Level 17,
727 Collins St, Docklands
Melbourne, VIC 3008

+61 3 9682 0700
ACN 143 841 801
ABN 54 143 841 801
ASX code: SIO

simonds.com.au

SIMONDS GROUP LIMITED

ACN: 143 841 801

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of shareholders of Simonds Group Limited (the **Company** or **Simonds Group**) will be held at **11.00 am Melbourne time on Wednesday 21 January 2026 at the offices of Maddocks, Collins Square Tower 2, Level 25, 727 Collins Street, Docklands Victoria** (the **Meeting**) for the purpose of transacting the business set out in this Notice of Extraordinary General Meeting (**Notice**).

While shareholders will be able to vote and ask questions at the Meeting, shareholders are encouraged to submit questions in advance of the meeting by email to the Company Secretary at company.secretary@simonds.com.au. Any questions submitted in this way must relate to the business of the Meeting as set out in this Notice and be received at least 48 hours before the scheduled start time for the Meeting. It is possible that there may not be sufficient time to address all shareholder questions at the Meeting.

Shareholders who do not plan to attend the Meeting are encouraged to appoint a proxy to attend and vote on their behalf by lodging a duly completed proxy form prior to the cut-off for proxy voting (being 11.00 am Melbourne time on Monday 19 January 2026). Instructions for lodging proxies are included on the personalised proxy forms sent to shareholders along with this Notice.

If it becomes necessary or appropriate to make alternative arrangements for holding the Meeting, the Company will seek to provide shareholders with as much notice as possible by announcing any alternative arrangements to the ASX. Shareholders are encouraged to check for announcements at the ASX website www.asx.com.au, search code "SIO".

AGENDA

Item 1. Re-election of Director – Mark Simonds

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

“That, for all purposes, Mark Simonds, who will cease to hold office as a director of the Company immediately before the end of this meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth) and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Note: biographical details for Mr Simonds are set out in the attached Explanatory Memorandum.

Item 2. Re-election of Director – Andrew Bloore

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

“That, for all purposes, Andrew Bloore, who will cease to hold office as a director of the Company immediately before the end of this meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth) and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Note: biographical details for Mr Bloore are set out in the attached Explanatory Memorandum.

Item 3. Re-election of Director – Richard Grellman

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

“That, for all purposes, Richard Grellman, who will cease to hold office as a director of the Company immediately before the end of this meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth) and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Note: biographical details for Mr Grellman are set out in the attached Explanatory Memorandum.

Item 4. Re-election of Director – Piers O’Brien

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

“That for all purposes, Piers O’Brien, who will cease to hold office as a director of the Company immediately before the end of this meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth) and, being eligible, offers himself for re-election, be elected as a Director of the Company.”

Note: biographical details for Mr O’Brien are set out in the attached Explanatory Memorandum.

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting in accordance with the Company’s Constitution.

No voting exclusions apply to the resolutions being considered at the Meeting.

Please refer to the Notes and Explanatory Memorandum for further information on the proposed resolutions. The accompanying Notes and Explanatory Memorandum form part of this Notice.

By Order of the Board

A handwritten signature in dark ink, appearing to read 'A Jones', is positioned above the printed name.

17 December 2025

Amanda Jones

Company Secretary

NOTES

Who may vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board of the Company (as convenor of the Meeting) has determined that those persons set out in the Company's register of shareholders as at 7.00 pm (Melbourne time) on Monday 19 January 2026 will be entitled to attend and vote at the Meeting. This means that any shareholder registered at 7.00 pm (Melbourne time) on Monday 19 January 2026 is entitled to attend and vote at the Meeting.

Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote on behalf of that shareholder at the Meeting.

- a) A proxy need not be a shareholder.
- b) If the shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint not more than two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that shareholder.
- c) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- d) A proxy form accompanies this Notice.
- e) Unless the shareholder specifically directs the proxy how to vote, the proxy may vote as they think fit or abstain from voting.
- f) If a shareholder wishes to appoint a proxy, the shareholder should complete the proxy form provided along with this Notice and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- g) A proxy has no power to act for a shareholder at a meeting at which the shareholder is present.
- h) The proxy form must be signed by the shareholder or their attorney duly authorised in writing or, if the shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- i) If any attorney or authorised officer signs the proxy form on behalf of a shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the form of proxy.
- j) The proxy form (together with any relevant authority) must be received at least 48 hours before the time for which the Meeting has been called or, if the Meeting has been adjourned, at least 48 hours before the resumption of the Meeting.

You can lodge your completed proxy form, letter of representation or power of attorney:

- Online: <https://www.votingonline.com.au/sioegm2026>
- By fax: +61 2 9290 9655
- By mail to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
- In person: Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia

Shareholders are encouraged to submit their proxy forms online or by facsimile. If you wish to post a proxy form, please be aware of current postal timeframes, including the possibility of delays due to reduced frequency of deliveries by postal services.

Undirected proxies and Chair voting intention

If a shareholder appoints the Chair as their proxy and does not direct the Chair how to vote, they are authorising the Chair to vote as the Chair sees fit. The Chair intends to vote all undirected proxies able to be voted in favour of all resolutions.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. Alternatively, corporate shareholders can submit a proxy form in accordance with the instructions set out above.

Attending and voting at the meeting

Shareholders will be able to attend the Meeting in person, ask questions and vote.
Voting on all resolutions to be considered at the Meeting will be conducted by a poll.

Results of the meeting

Voting results will be announced on the ASX as soon as practicable after the Meeting and will also be made available on the Company's website at www.simondsgroup.com.au/investor-centre.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Meeting.

This Explanatory Memorandum is to assist shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the items of business (including proposed resolutions) set out in the Notice. Both documents should be read in their entirety and in conjunction with each other.

Background to the Meeting

Under the “two strikes rule” set out in the Corporations Act, if at least 25% of the votes cast on the adoption of the remuneration report of the Company at two consecutive AGMs are against the adoption of the remuneration report, the Company must put to shareholders a “spill resolution” at the second AGM. If the spill resolution is passed, the Company must hold another general meeting of shareholders (**Spill Meeting**) within 90 days of the passing of the spill resolution. All of the directors of the Company who were in office when the directors’ report (including the remuneration report) was approved (and who remain in office at the Spill Meeting), cease to hold office immediately before the end of the Spill Meeting and may stand for re-election.

At the Company’s 2024 AGM the Company received a “first strike” because more than 25% of the votes cast on the resolution to adopt the Company’s 2024 Remuneration Report were cast against its adoption. At the Company’s 2025 AGM the Company received a “second strike” because more than 25% of the votes cast on the resolution to adopt the Company’s 2025 Remuneration Report were cast against its adoption. The Spill Resolution put to the shareholders of the Company at the 2025 AGM was passed. Consequently, each of the Company’s directors who were in office when the directors resolved to approve the Company’s 2025 Remuneration Report (other than the managing director Rhett Simonds), will automatically cease to hold office immediately before the end of the Meeting and will stand for re-election. Each of Mark Simonds, Andrew Bloore, Richard Grellman and Piers O’Brien have agreed to stand for re-election at the Meeting. Those directors re-elected at the Meeting will commence holding office at the end of the Meeting. As the Hon. Michael Sukkar was not in office as a director when the directors resolved to approve the Company’s 2025 Remuneration Report, he will not cease to hold office at the Meeting.

If a director is re-elected in these circumstances, s250Y of the Corporations Act provides that the term of office of the director will not be affected and directors will be subject to retirement and re-election at an AGM of the Company as if the cessation and appointment at the Spill Meeting had not occurred.

The Corporations Act requires that a public company such as the Company must have a minimum of three directors at all times. If, after the Meeting, there are fewer than three directors of the Company elected, in accordance with the Corporations Act the unsuccessful nominee with the highest proportion of favourable votes will be appointed as director, to make up the minimum number of three directors required by the Corporations Act.

Item 1: Re-election of director – Mark Simonds

Background

Pursuant to section 250V(1) of the Corporations Act, Mark Simonds will cease to hold office immediately before the end of the Meeting. Mark Simonds is eligible to stand for re-election at the Meeting and has nominated himself for directorship and re-election.

Rule 3.4 of the Company’s constitution provides that, subject to the Company’s constitution and the Corporations Act, the Company may appoint a Director by an ordinary resolution passed at a general meeting of the Company.

Mark is an Executive Director of the Board and a member of the Audit & Risk Committee and the Nomination & Remuneration Committee. Mark holds a registered builder's licence in Victoria, New South Wales, Queensland and South Australia. He has over 50 years' experience in the volume home building industry. Prior to Simonds Group listing on ASX in 2014, Mark was fully engaged in the day-to-day executive management of Simonds Homes. From 1973 until its listing, Mark worked alongside his father Gary Simonds and has a deep understanding of the drivers of successful volume home building business.

Board Recommendation

The Board (excluding Mark Simonds) unanimously recommends that shareholders of the Company vote in favour of the re-election of Mark Simonds as a Director of the Company. The Chair of the Meeting intends to vote all 'open' proxies in favour of this resolution where permitted by law to do so.

Item 2: Re-election of director – Andrew Bloore

Background

Pursuant to section 250V(1) of the Corporations Act, Andrew Bloore will cease to hold office immediately before the end of the Meeting. Andrew Bloore is eligible to stand for re-election at the Meeting and has nominated himself for directorship and re-election.

Rule 3.4 of the Company's constitution provides that, subject to the Company's constitution and the Corporations Act, the Company may appoint a Director by an ordinary resolution passed at a general meeting of the Company.

Andrew is a non-executive director, Deputy Chair of the Board and a member of the Audit & Risk Committee and Nomination & Remuneration Committee. Andrew is an experienced non-executive director, entrepreneur and farmer. He has designed, built and sold a number of businesses focused on the development of key disruptive technologies and distribution services in transitional markets, to create business efficiencies including Smartsuper, SuperIQ and Class Super. Andrew has worked on a range of Senate and Treasury Committees, and with the Australian Taxation Office Regulations Committee on regulation of the superannuation industry. Andrew is currently Chair of Guild Group, and an independent non-executive director of Insignia Financial Limited and Steadfast Group Limited. He was a non-executive director of Simonds Family Office Pty Ltd until 1 May 2024.

Board Recommendation

The Board (excluding Andrew Bloore) unanimously recommends that shareholders of the Company vote in favour of the re-election of Andrew Bloore as a Director of the Company. The Chair of the Meeting intends to vote all 'open' proxies in favour of this resolution where permitted by law to do so.

Item 3: Re-election of director – Richard Grellman

Background

Pursuant to section 250V(1) of the Corporations Act, Richard Grellman will cease to hold office immediately before the end of the Meeting. Richard Grellman is eligible to stand for re-election at the Meeting and has nominated himself for directorship and re-election.

Rule 3.4 of the Company's constitution provides that, subject to the Company's constitution and the Corporations Act, the Company may appoint a Director by an ordinary resolution passed at a general meeting of the Company.

Richard is an independent non-executive director, the Chair of the Audit & Risk Committee and a member of the Nomination & Remuneration Committee. He is Chair of FBR Limited and Lead

Independent Director of the Salvation Army in Australia. Richard has been a professional non-executive director since 2000, prior to which he worked at KPMG where his practice focussed on the provision of strategic advice and services to the financial sector. In 2007 Richard was appointed as a member of the Order of Australia for service to the community, particularly through leadership roles with Mission Australia and fundraising with Variety, the Children's Charity, and to the finance and insurance sectors.

Board Recommendation

The Board (excluding Richard Grellman) unanimously recommends that shareholders of the Company vote in favour of the re-election of Richard Grellman as a Director of the Company. The Chair of the Meeting intends to vote all 'open' proxies in favour of this resolution where permitted by law to do so.

Item 4 – Re-election of director – Piers O'Brien

Background

Pursuant to section 250V(1) of the Corporations Act, Piers O'Brien will cease to hold office immediately before the end of the Meeting. Piers O'Brien is eligible to stand for re-election at the Meeting and has nominated himself for directorship and re-election.

Rule 3.4 of the Company's constitution provides that, subject to Company's constitution and the Corporations Act, the Company may appoint a Director by an ordinary resolution passed at a general meeting of the Company.

Piers is Chair of the Nomination & Remuneration Committee and a member of the Audit & Risk Committee. He is Chief Executive Officer of the Simonds Family Office. Piers is a qualified lawyer with over 25 years' experience, including managing the legal function at Skilled Group Limited and in private practice with K&L Gates where he specialised in mergers and acquisitions, corporate transactions and board advisory work.

Board Recommendation

The Board (excluding Piers O'Brien) unanimously recommends that shareholders of the Company vote in favour of the re-election of Piers O'Brien as a Director of the Company. The Chair of the Meeting intends to vote all 'open' proxies in favour of this resolution where permitted by law to do so.

Glossary

AGM means Annual General Meeting.

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



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am Melbourne time on Monday, 19 January 2026.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/sioegm2026>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am Melbourne time on Monday, 19 January 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/sioegm2026>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **SIMONDS GROUP LIMITED** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **offices of Maddocks, Collins Square Tower 2, Level 25, 727 Collins Street, Docklands Victoria at 11.00 am Melbourne time on Wednesday, 21 January 2026** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Items 1, 2, 3 and 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 1	Re-election of Director – Mark Simonds	☐	☐	☐
Item 2	Re-election of Director – Andrew Bloore	☐	☐	☐
Item 3	Re-election of Director – Richard Grellman	☐	☐	☐
Item 4	Re-election of Director – Piers O'Brien	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2026

Simonds Group Limited
Level 17, Tower 2
727 Collins St, Docklands
Melbourne, VIC 3008

+61 3 9682 0700
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17 December 2025

Dear Shareholder,

SIMONDS GROUP LIMITED – UPCOMING EXTRAORDINARY GENERAL MEETING

At the 2025 Annual General Meeting of Simonds Group Limited ACN 143 841 801 (**Simonds Group** or the **Company**; ASX:SIO) the Company received a second strike on its Remuneration Report and the conditional spill resolution was carried by shareholders. Consequently, the Company must hold a meeting of shareholders at which each of the directors (other than the Managing Director) who held office at the time the 2025 Remuneration Report was approved cease to hold office and may stand for re-election.

A general meeting of shareholders will be held at **11.00 am (Melbourne time) on Wednesday 21 January 2026 at the offices of Maddocks, Collins Square, Level 25, Tower 2, 727 Collins Street Docklands Victoria 3000 (Meeting)**.

Shareholders can attend the Meeting or submit questions and vote in advance as outlined in the Notice of Meeting.

While shareholders will be able to vote and ask questions at the Meeting, shareholders are encouraged to submit questions in advance of the meeting by email to the Company Secretary at **company.secretary@simonds.com.au**. Any questions submitted in this way must relate to the business of the Meeting as set out in this Notice and be received at least 48 hours before the scheduled start time for the Meeting. It is possible that there may not be time to address all shareholder questions at the Meeting.

Shareholders are also strongly encouraged to consider voting in advance of the Meeting by lodging a duly completed proxy form prior to the cut-off for proxy voting (being 11:00am Melbourne time on Monday 19 January 2026). Instructions for lodging proxies are included on the personalised proxy forms sent to shareholders along with this Notice.

Further detail regarding the procedures to be followed by shareholders is set out in the formal notice of meeting for the Meeting (Notice).

In accordance with the Corporations Act (as modified by the Amendment Act), the Company will not be dispatching physical copies of the Notice to shareholders. This means that:

To view the Notice please use this link:

<https://www.reportsonline.net.au/?documentid=FDE06ADDC35342BE8DB1C0292CE5B823>



The Notice will also be available through the Company's announcement page on ASX website www.asx.com.au, search code "SIO".

Shareholders will be able to participate in the Meeting by:

- voting their shares, if possible, prior to the Meeting by lodging the proxy form attached to the Notice by no later than 11.00 am Melbourne time on Monday 19 January 2026;
- lodging questions relating to the business of the Meeting as set out in the Notice, if possible, in advance of the Meeting by emailing the questions to company.secretary@simonds.com.au by no later than 11.00 am Melbourne time on Monday 19 January 2026; and/or
- attending the Meeting in person.

The Company encourages shareholders to submit their votes and questions in advance of the Meeting by the deadlines set out above as this will provide the Company with the best opportunity to prepare for the Meeting. However, votes and questions may also be submitted during the Meeting by those shareholders present at the Meeting. All voting in respect of resolutions put to the Meeting will be conducted on a poll.

If you are unable to access the materials for the Meeting online please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to arrange a copy.

The Company appreciates and thanks shareholders for their ongoing support.

Yours sincerely,



Rhett Simonds
Executive Chair
Simonds Group Limited

Authorised for lodgement by Amanda Jones, Company Secretary.