

2 December 2025

Minimum Holding Buy Back

Verbrec Limited (ASX : VBC) (**Verbrec** or the **Company**) is pleased to advise that it intends to undertake a minimum holding buy back of fully paid ordinary shares (**Shares**) for holders of less than a marketable parcels of Shares in the Company (**Buy Back**). Under the ASX Listing Rules, a marketable parcel of Shares is a parcel of not less than \$500, based on the closing price of the Shares on ASX.

The Buy Back is available to shareholders whose registered address is in Australia or New Zealand and who, at 7:00 pm (AEDT) on 27 November 2025 (**Record Date**), were holders of Shares in Verbrec valued at less than \$500 (**Small Holding**) (**Eligible Shareholders**). Based on a price of \$0.145 per Share, being the closing price of Shares on the ASX on the Record Date, a Small Holding is any holding of 3,448 Shares or less. These Shares will be cancelled once transferred to the Company in accordance with the requirements of the Corporations Act 2001 (Cth) (**Corporations Act**).

The Company has decided to undertake the Buy Back to assist Eligible Shareholders to sell their Shares without incurring any brokerage or handling costs and expects to reduce the significant administrative and share registry fees in respect of maintaining a large number of Small Holdings.

The attached letter outlining the procedures for the Buy Back will be mailed to Eligible Shareholders on 9 December 2025.

The Buy Back is a 'minimum holding buy back' under the Corporations Act and is therefore not subject to shareholder approval. However, Eligible Shareholders have the right to opt-out of the Buy Back by returning a Share Retention Form to the Company by no later than 5:00 pm (AEDT) on 22 January 2026 (**Closing Date**). Eligible Shareholders should note that the Company will be entitled to Buy Back their Shares following the Closing Date if they do not take any of the actions outlined in the attached letter.

Key Dates

EVENT	DATE
Record Date	7:00 pm (AEDT) on 27 November 2025
Announcement of Buy Back	2 December 2025
Dispatch of letter and Share Retention Form to Eligible Shareholders	9 December 2025
Closing Date	5:00 pm (AEDT) on 22 January 2026
Payment date	From 2 February 2026

The Company may modify these dates, or suspend or terminate the Buy Back. Any modification, suspension or termination will be notified to shareholders by way of market announcement.

- ends -

Authorised for release by the Board of Directors of Verbrec Limited.



To receive regular updates and to engage with management join [Verbrec's Investor Hub](#) or for more information visit investors.verbrec.com

Investor Relations

[Verbrec's Investor Hub](#)

Investors@verbrec.com

Company Enquiries

Mark Read

Chief Executive Officer

Mark.Read@verbrec.com

Media / Investor Enquiries

Joel Voss

Company Secretary

Investors@verbrec.com

About Verbrec

Verbrec is a leading engineering, asset management, project delivery, operations & maintenance and mining technology service provider that supports customers across Australia, New Zealand, Papua New Guinea and beyond. The Company serves the energy, infrastructure, and mining industries through technical specialties; asset management, automation and control, pipelines, power, process plant and training, with capabilities that span across the entire life cycle of an asset. Verbrec is an Australian Securities Exchange listed company (ASX:VBC).

Verbrec Limited

ASX : VBC

ACN: 127 897 689

[Verbrec.com](https://www.verbrec.com)

Share Registry

Computershare Investor Services Pty Ltd

[Computershare.com](https://www.computershare.com)

+61 3 9415 4000

2 December 2025

Dear Shareholder,

Notice of Minimum Holding Buy Back

Verbrec Limited (ASX: VBC) (**Verbrec** or the **Company**) is pleased to advise that it intends to undertake a minimum holding buyback of fully paid ordinary shares (**Shares**) for shareholders who hold less than a marketable parcel of Shares in the Company as at 7:00pm (AEDT) on 27 November 2025 (**Record Date**).

The directors of the Company recognise that shareholders holding a parcel of Shares with a value of less than \$500 (**Small Holding**) may encounter difficulties with selling their Shares on the ASX. In order to allow these shareholders to sell their Shares without incurring any brokerage or handling costs, and to reduce the administrative and registry costs for the Company that are associated with Small Holdings, the directors have resolved to undertake a buy back of Small Holdings under the terms set out in this booklet and the procedure in Division 2 Part 2J.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Buy Back**).

In accordance with section 257H of the Corporations Act, Shares purchased by the Company under the Buy Back will be cancelled immediately after registration of the transfer of the bought-back Shares to the Company.

Based on a price of \$0.145 per Share, being the closing price of Shares on the ASX on the Record Date, a Small Holding is any holding of 3,448 Shares or less.

Our records show that you are the holder of a Small Holding at the Record Date, and accordingly you are eligible to sell your Shares as contemplated in this booklet (**Eligible Shareholders**). In accordance with the Company's constitution and ASX Listing Rule 15.13, Verbrec may notify shareholders who hold a Small Holding that it intends to sell their Shares unless they correctly complete and return the Share Retention Form by 5:00 pm (AEDT) on 22 January 2026 (**Closing Date**).

If you wish to sell your Shares, you do not need to take any action

If you do not take any action, Verbrec will buy back your Shares under the Buy Back after the Closing Date. Sale proceeds will be paid in the same manner that you have elected to receive dividends by either direct credit or cheque. Payment is expected to be made on or around 2 February 2026.

If you wish to retain your Shares

If you wish to retain your existing holding of Shares, then you must either:

- *return the Share Retention Form* – complete and return the enclosed Share Retention Form to the Company's share registry, Computershare Investor Services Pty Ltd (**Computershare**), by 5:00 pm (AEDT) on the Closing Date;
- *purchase additional Shares* – purchase additional Shares so that your shareholding becomes a marketable parcel valued at \$500 or more. The additional Shares purchased must be held in the same holding as your current Shares (in particular, under the same name and address as shown on the Share Retention Form) and must be registered by 5:00 pm (AEDT) on the Closing Date; and/or
- *consolidate your holdings* – consolidate your shareholdings into a marketable parcel valued at \$500 or more by the Closing Date. You should contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to arrange the consolidation if you are an issuer sponsored shareholder. If one of the holdings you wish to consolidate is a CHESS broker sponsored holding, you should contact the sponsoring broker for that holding to arrange the consolidation.

If you implement one of the options outlined above, Verbrec will not buy back your Shares under the Buy Back.

What price will you receive for your Shares?

The sale price for Shares bought back through the Buy Back will be equal to the 10 day volume weighted average price (**VWAP**) of Shares traded on ASX up to the Closing Date (**Sale Price**).

The shareholders whose shares are bought back through the Buy Back will receive the same Sale Price per Share.

Once your Shares are transferred to Verbrec, those Shares will be immediately cancelled in accordance with the Corporations Act.

Important information

Verbrec makes no recommendation and does not give any advice to you regarding whether to participate in the Buy Back. You may wish to elect to maintain your existing shareholding, in which case you should complete and return the Share Retention Form (or take one of the other steps outlined in this booklet).

Please refer to the attached terms and conditions for details of the Buy Back.

If you are in any doubt as to whether to sell your Shares or if you require further information regarding the possible tax implications of participating in the Buy Back, please contact your legal, financial or taxation adviser.

If you require further information, please contact Joel Voss, Company Secretary at Investors@verbrec.com.

Yours sincerely



Phillip Campbell
Chairman
Verbrec Limited

Verbrec Limited

Minimum Holding Buy Back – Terms and Conditions

1. What is the Buy Back?

The minimum holding buy back (**Buy Back**) allows Verbrec Limited (**Verbrec** or the **Company**) to buy back fully paid ordinary shares in Verbrec (**Shares**) of shareholders who hold less than a marketable parcel of Shares (that is, shares valued at less than \$500) (**Small Holding**) as at 7:00 pm (AEDT) on 27 November 2025 (**Record Date**).

While the Company values each of its shareholders, it currently has approximately 128 shareholders which meet the Small Holding criteria which incurs significant administrative and share registry fees.

In addition, the Buy Back offer eligible shareholders (who may otherwise find it difficult or expensive to sell their Shares) the opportunity to dispose of their Shares without incurring any brokerage or handling costs.

Verbrec will conduct the Buy Back in accordance with Rule 20 of its constitution, the Corporations Act and the ASX Listing Rules.

2. What do I need to do to sell my Shares?

If you wish to sell your Shares, you do not need to take any action or respond to this correspondence.

3. What if I want to retain my Shares?

If you wish to retain your existing holding of Shares, then you must either:

- *return the Share Retention Form* – complete and return the enclosed Share Retention Form to the Company's share registry, Computershare Investor Services Pty Ltd (**Computershare**), by

5:00 pm (AEDT) on 22 January 2026 (**Closing Date**)

- *purchase additional Shares* – purchase additional Shares so that your shareholding becomes a marketable parcel valued at \$500 or more. The additional Shares purchased must be held in the same holding as your current Shares (in particular, under the same name and address as shown on the Share Retention Form) and must be registered by 5:00 pm (AEDT) on the Closing Date;
- *consolidate your holdings* – consolidate your shareholdings into a marketable parcel by the Closing Date. You should contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to arrange the consolidation if you are an issuer sponsored shareholder. If one of the holdings you wish to consolidate is a CHESS broker sponsored holding, you should contact the sponsoring broker for that holding to arrange the consolidation.

If you do not do any of the above, Verbrec is irrevocably authorised, without further notice, to do all things, including to accept an offer to buy back your Shares as part of the Buy Back, and execute all documents, including to effect any holding adjustment, transfer or other transmission or transaction in relation to your Shares.

4. Can I sell part of my shareholding?

No, you cannot sell only part of your Small Holding through the Buy Back. You are only entitled to sell that number of Shares comprising your Small Holding.

If you want to sell only some of your Shares outside of the Buy Back, you should contact your broker. You may be subject to fees which will not be met by Verbrec.

5. When will the sale take place?

The buy back is expected to take place as soon as practicable after the Closing Date.

If Verbrec considers that the buy-back of the Shares may not be prudent or appropriate in light of prevailing market conditions, the Closing Date may be extended as required.

6. How much will I receive through the Buy Back?

The sale price for each Share bought back through the Buy Back will be equal to the 10 day VWAP of Shares traded on ASX up to the Closing Date (**Sale Price**).

The shareholders whose shares are bought back through the Buy Back will receive the same Sale Price per Share.

The Sale Price may not be challenged in the absence of manifest error.

The sale proceeds to which you are entitled will be calculated by multiplying the Sale Price by the number of Shares you held as at the Closing Date, rounded to the nearest cent. As the price payable is an average, it may be more or less than the actual price at which your Shares were bought back.

Shareholders should be aware that the price of Shares may change from time to time and the Sale Price may be different to the price quoted by public sources and may not be the highest price obtainable on the day on which individual Shares are sold.

Information on the price of Shares can be obtained at www.asx.com.au by searching Verbrec's ASX code, "VBC".

You will receive a transaction confirmation statement notifying you of the number of your Shares bought back by the Company and the total sale proceeds you are eligible to receive.

7. When will I receive the proceeds from the sale?

You should receive your proceeds soon after the Shares are bought back, which is expected to be 2 February 2026.

You will be paid your proceeds in the same manner that you have elected to receive dividends by either direct credit or cheque.

8. What are the costs associated with the Buy Back?

You will not incur any brokerage or transaction costs as the Company will pay all applicable transaction costs in connection with the Buy Back.

You will be responsible for any tax consequences arising from your participation in the Buy Back. You should consult your professional adviser for appropriate tax advice.

9. How will my personal information be used?

Personal information may be collected on the Share Retention Form by Verbrec and Computershare for the purpose of the administration of, and the sale or purchase of Shares through, the Buy Back. That information may be used by each of them and may be disclosed by each of them to each other, to their respective related or associated bodies corporate, to external service companies such as mail service providers, for those purposes, or as otherwise required or permitted by law.

Please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to

correct inaccurate or out of date information.

10. What happens if there is a takeover bid?

In accordance with Verbrec' constitution, the Buy Back will become unavailable following the announcement of a takeover bid for Verbrec, however it may be recommenced after the close of any takeover.

VBC

MR SAM SAMPLE
<SAMPLE A/C>
LEVEL 9 / SAMPLE APARTMENTS
87 SAMPLE ST
SAMPLE CITY NSW 2100

**Return your Form to the Company's
share registry:**



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52, Melbourne
Victoria 3001 Australia



By Email:

corpactprocessing@computershare.com.au

For all enquiries:



By Email:

Investors@verbrec.com

Minimum Holding Buy-Back Share Retention Form

 **If you wish to retain your shares, your form must be received by 5:00pm (AEDT) on Thursday, 22 January 2026**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Verbrec Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Verbrec Limited, do not complete or return this form. If you have more than one shareholding on Verbrec Limited's register and you do not wish to have your shares bought back under the Minimum Holding Buy-Back, you should consider consolidating them.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔

Verbrec Limited
Minimum Holding Buy-Back Share Retention Form



X 9999999991

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STEP 1 Shareholding Details

For your security keep your SRN/
HIN confidential.

MR SAM SAMPLE
<SAMPLE A/C>
LEVEL 9 / SAMPLE APARTMENTS
87 SAMPLE ST
SAMPLE CITY NSW 2100



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

Shares held as at 7:00pm (AEDT) on Thursday, 27 November 2025:

614738

STEP 2 Signature of Shareholder(s) *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE BOUGHT BACK** under the Minimum Holding Buy-Back.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3 Contact Details

Contact
Name

Contact
Daytime
Telephone

Date / /

Email

Address

Please ensure you return your completed form to the address overleaf, or alternatively, email a copy of your completed form to **corpactprocessing@computershare.com.au**. Please ensure only one form is attached per email and please do not use this email address for any other purpose.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (**CIS**), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.