

14 November 2022

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

2022 NOTICE OF ANNUAL GENERAL MEETING

Seven Group Holdings Limited ("SGH") (ASX: SVW) attaches a copy of the 2022 Notice of Annual General Meeting and Proxy Form which will be dispatched to shareholders along with the 2022 Annual Report today.

The 2022 Annual Report was lodged separately with ASX on 24 August 2022.

This release has been authorised to be given to ASX by the Board of SGH.

For further information, please contact:

Dan Levy – Head of Investor Relations and Communications
61 2 8777 7106
investorrelations@sevengroup.com.au

Seven Group Holdings Limited is a leading Australian diversified operating and investment group with market leading businesses and investments in industrial services, media and energy. In industrial services, WesTrac is the sole authorised Caterpillar dealer in Western Australia, New South Wales and the Australian Capital Territory. WesTrac is one of Caterpillar's top dealers globally (by sales value). SGH owns Coates, Australia's largest nationwide industrial and general equipment hire business. SGH also has a 72.60% shareholding in Boral, an international building products and construction materials group. In energy, SGH has a 30.0% shareholding in Beach Energy and has interests in oil and gas projects in Australia and the United States. In media, SGH has a 38.9% shareholding in Seven West Media, one of Australia's largest multiple platform media companies, including the Seven Network, 7plus and The West Australian.



Seven Group Holdings Limited | ABN 46 142 003 469

Level 30, 175 Liverpool Street, Sydney NSW 2000 | Postal Address: PO Box 745, Darlinghurst NSW 1300
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Notice is hereby given that the Annual General Meeting (“AGM”) of Seven Group Holdings Limited (“the Company”) will be held on Thursday, 17 November 2022 at 11.00 am (AEDT) in the Castlereagh Room at Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000.

The AGM will be webcast live. Details for accessing the webcast will be posted on the Company’s website (www.sevengroup.com.au) in advance of the meeting.

If it becomes necessary or appropriate to make alternative arrangements for the holding, or conduct, of the meeting, we will announce this on our website and the Australian Securities Exchange market announcements platform.

Agenda – Items of Business

Financial Statements

Item 1

To receive and consider the Financial Statements of the Company and the entities it controlled for the financial year ended 30 June 2022, together with the statements and reports of Directors and auditors attached to the financial statements.

Note:

- There is no requirement for members to approve these statements or reports, and therefore no vote will be held on this Item.

Re-election of Directors

Item 2

In accordance with Article 8.2(c) of the Company's Constitution, Ms Rachel Argaman (Herman) OAM who, having been appointed by the Board as a Director since the last Annual General Meeting, retires and being eligible, offers herself for election as a Director of the Company.

Item 3

In accordance with Article 8.2(a) of the Company's Constitution, Ms Annabelle Chaplain AM retires and being eligible, offers herself for re-election as a Director of the Company.

Item 4

In accordance with Article 8.2(a) of the Company's Constitution, Mr Terry Davis retires and being eligible, offers himself for re-election as a Director of the Company.

Item 5

In accordance with Article 8.2(a) of the Company's Constitution, Ms Katherine Farrar retires and being eligible, offers herself for re-election as a Director of the Company.

Remuneration Report

Item 6

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2022.

Notes:

- The vote on this resolution is advisory only and does not bind the Directors or the Company.
- The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 6.

Grant of share rights under the FY22 Short-Term Incentive Plan for the Managing Director and Chief Executive Officer ("MD & CEO")

Item 7

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

"That approval is given for the grant of a maximum of 59,149 share rights to the MD & CEO, Mr Ryan Stokes AO, under the Seven Group Holdings Limited Short-Term Incentive Plan, on the terms summarised in the Explanatory Notes."

Note:

- A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 7.

Proposed Increase in Limit of Aggregate Non-Executive Directors' Fees

Item 8

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

That, for the purposes of ASX Listing Rule 10.17, article 8.5(a) of the Company's Constitution and for all other purposes, the maximum aggregate annual remuneration of the Non-Executive Directors be increased by \$400,000 from \$2,400,000 to \$2,800,000.

Note:

- A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 8.

By order of the Board

Warren Coatsworth
Company Secretary

14 October 2022

Notes

1. A member entitled to attend and vote has a right to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.
2. Voting exclusions apply to Item 6, Item 7 and Item 8, details of which are set out in the Explanatory Notes.
Unless the Chairman of the meeting is your proxy, members of the Key Management Personnel of the Company (including the Directors) and their closely related parties (as defined under the *Corporations Act 2001*, which includes spouses, dependents and companies they control) ("Closely Related Parties") will not be able to vote as a member's proxy on Item 6 and Item 7 unless the member directs them how to vote on the proxy form. If you intend to appoint one of these individuals as your proxy, you should ensure that you direct that person how to vote on Item 6 and Item 7.

Explanatory Notes

If you appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as a proxy by default, you may:

- direct the Chairman how to vote by marking either “For”, “Against” or “Abstain” on the corresponding sections of the proxy form corresponding to Items 6 and/or 7 in accordance with the instructions on that form; or
 - not direct the Chairman how to vote on Items 6 and/or 7, in which case, by submitting the proxy form, you will be expressly authorising the Chairman to vote the undirected proxy as he sees fit even if the item is connected with the remuneration of the Key Management Personnel of the Company.
3. The Chairman intends to vote all available proxies in favour of all items of business.
 4. For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00 pm (AEDT) on Tuesday, 15 November 2022.
 5. A proxy need not be a member of the Company.
 6. A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in advance of the meeting, unless it has previously been given to the Company.
 7. A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may but need not be a member of the Company.
 8. Duly completed proxy forms must be returned to the Secretary, Seven Group Holdings Limited, either at:
 - Company Secretariat, Level 30, 175 Liverpool Street, Sydney NSW 2000 or fax number: 02 8777 7192; or
 - Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000 or fax number: 02 9290 9655; or
 - completed online at www.votingonline.com.au/svwagm2022, in each case by no later than 11.00 am (AEDT) on Tuesday, 15 November 2022. Any power of attorney or authority under which a proxy form is signed (or a copy of that power of attorney or authority, certified as a true copy by statutory declaration) must accompany the proxy form.
 9. All resolutions will be decided by poll. On a poll, if your proxy either does not attend the meeting or registers but does not vote on the resolution in accordance with your directions, your proxy votes will automatically default to the Chairman of the meeting for that resolution. The Chairman is required to vote any directed proxies in the manner directed and may otherwise vote as the Chairman sees fit.
 10. The Explanatory Notes form part of this Notice of Meeting. Members should read these documents in full.

These explanatory notes relate to the resolutions set out in the Notice of Meeting and form part of the Notice of Meeting.

Item 1:

Financial Statements

The *Corporations Act 2001* (Cth) requires the Annual Financial Report of the Company for the year ended 30 June 2022 (which includes the financial statements, notes to the financial statements and Directors' declaration, and Directors' Report and the Auditor's Report to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the Annual General Meeting 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.

Shareholders can access a copy of the 2022 Annual Report on the Company's website at www.sevengroup.com.au/investor-centre/results-and-presentations/.

Items 2 to 5:

Re-Election of Directors

For the reasons set out later in these Explanatory Notes, the Board, excluding the Director to whom each resolution relates, unanimously recommends that members vote in favour of the election and re-election of Ms Rachel Argaman (Herman) OAM, Ms Annabelle Chaplain AM, Mr Terry Davis, and Ms Katherine Farrar.

Under the Company's Constitution, any Director appointed by the Board during the year (as an additional Director or to fill a casual vacancy) may only hold office until the next Annual General Meeting, at which time the Director must retire and can offer himself or herself for election. On this basis, Ms Rachel Argaman (Herman) OAM, who was appointed as a Director on 7 February 2022, offers herself for election.

Under the Constitution of the Company, and consistent with the ASX Listing Rules, a Director who has held office for the longer of three Annual General Meetings of the Company or for three years (except the Managing Director and an alternate director of the Company) must retire from office. A retiring Director is eligible for re-election. Ms Annabelle Chaplain AM, Mr Terry Davis and Ms Katherine Farrar who were each elected at the Company's 2019 Annual General Meeting, will each retire and stand for re-election.

Under the Constitution, the Managing Director & Chief Executive Officer of the Company, Mr Ryan Stokes AO, is not required to stand for election.

Set out on the following page are short biographies of the Directors standing for election and re-election.

Explanatory Notes

Ms Rachel Argaman (Herman) OAM

INDEPENDENT NON-EXECUTIVE DIRECTOR

Being eligible, Ms Rachel Argaman (Herman) OAM offers herself for election to the Board at the meeting.

Director of Seven Group Holdings Limited since 7 February 2022. Member of the Remuneration & Nomination Committee and member of the Independent & Related Party Committee.

Ms Argaman brings a wealth of operational experience and proven leadership skills and capability across a number of sectors. Ms Argaman has been the Chief Executive Officer of Opal HealthCare, Australia's largest private residential aged care provider, since August 2018. Prior to this she held executive roles at TFE Hotels, as Chief Executive Officer for 11 years, Charter Training Group and Imperial Car Rental.

As the Chief Executive Officer of Opal Healthcare, Ms Argaman has worked to create a customer and purpose led organisational culture that focuses on the delivery of strong social and commercial outcomes to enable the provision of the infrastructure to support Australia's aging population live well. She has also led the business through its response to the COVID-19 pandemic and the Royal Commission into Aged Care, Quality and Safety.

Ms Argaman holds a Bachelor of Arts (Hons) and MBA in Services Industries Management from the University of the Witwatersrand.

The Board considers that Ms Argaman brings fresh perspectives to the Board and increases the proportion of independent Directors on the Board. Ms Argaman's wealth of operational experience and proven leadership skills and capability across a number of sectors to the Board, and particularly in relation to consumer facing companies and organisations, are valuable to the Board.

Satisfactory background checks were completed before Ms Argaman was appointed to the Board.

Ms Annabelle Chaplain AM

INDEPENDENT NON-EXECUTIVE DIRECTOR

Being eligible, Ms Annabelle Chaplain AM offers herself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since 24 November 2015. Chair of the Audit & Risk Committee; member of the Remuneration & Nomination Committee and member of the Independent & Related Party Committee.

Ms Chaplain is the Chairman of Canstar Pty Ltd, MFF Capital Investments Ltd since August 2019 and a Non-Executive Director of Super Retail Group Ltd since March 2020. Previously she was Chairman of Queensland Airports Ltd and a Non-Executive Director of a number of companies including Downer Group, Coal and Allied Industries and Credible Labs Inc. In the public sector she has previously served as a member of the Board of Taxation and as a Director of EFIC.

Since April 2017, Ms Chaplain has served as a Director of the Australian Ballet and was also the Chair of St Margaret's Anglican Girls School from 2011–2014 and the inaugural chair of the St Margaret's Foundation and NED, The Australian Youth Orchestra, 2007–2011.

Ms Chaplain is a Fellow of the AICD. She holds an MBA from the University of Melbourne, a BA majoring in Economics and Mandarin from Griffith University and a diploma from the SIA. In 2016, she was awarded an honorary doctorate by Griffith University in recognition of her service to banking, finance and the community.

Ms Chaplain was appointed a Member in the General Division of the Order of Australia in the Australia Day honours on 26 January 2020.

Ms Chaplain brings extensive experience in financial services and mining, engineering and infrastructure services to the Board, which is of significant relevance to industries in which the Company operates and holds investments. Ms Chaplain's special responsibilities include her chairmanship of the Audit & Risk Committee.

Mr Terry Davis

INDEPENDENT NON-EXECUTIVE DIRECTOR, BOARD CHAIRMAN

Being eligible, Mr Terry Davis offers himself for re-election to the Board at the meeting.

Board Chairman since 17 November 2021. Director of Seven Group Holdings Limited since 1 June 2010. Member of the Remuneration & Nomination Committee and member of the Independent & Related Party Committee.

Group Managing Director, Coca-Cola Amatil Limited from November 2001 to March 2014.

Director of St. George Bank Limited from December 2004 to December 2008.

Over fifteen years' experience in the global wine industry including Managing Director of Beringer Blass (the wine division of Foster's Group Limited) and Managing Director of Cellarmaster Wines Group between 1987 and 1997.

Council Member of the University of New South Wales Council from June 2006 to June 2014.

Having served on the Board since 2010, Mr Davis has acquired valuable insights into the Company and the diverse industries in which it operates and holds investments. His proposed re-election provides continuity on the Board and its Committees, particularly in his capacity as Board Chairman since his appointment to that role on 17 November 2021.

Ms Katherine Farrar

INDEPENDENT NON-EXECUTIVE DIRECTOR

Being eligible, Ms Katherine Farrar, offers herself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since 18 February 2019. Chair of the Remuneration & Nomination Committee, member of the Audit & Risk Committee and member of the Independent & Related Party Committee.

Ms Farrar was appointed as Brighter Super's Chief Executive Officer in April 2018. Ms Farrar led the growth of Brighter Super's predecessor fund from \$10B to now over \$30B, through the merger of LGIAsuper and Energy Super and the acquisition of Suncorp Super in FY21.

Ms Farrar remains responsible for delivering exceptional experiences and outcomes to all of Brighter Super's members, through change and transformation that builds on Brighter Super's proud heritage.

Ms Farrar has 35 years' experience in leadership roles across the finance and energy sectors. Her previous roles include Managing Director of QEnergy, Chief Operating Officer at Ergon Energy Retail, and senior positions at Morgans Stockbroking, Barclays de Zoete Wedd, and Suncorp Investment Management. Prior to joining LGLAsuper, she was a Junior Partner (equivalent) at McKinsey & Company.

Ms Farrar has a Bachelor of Music (Honours) Degree and a Masters degree in Econometrics and Finance. She is also a graduate of INSEAD's Advanced Management Programme.

Ms Farrar's skills and experience, particularly in investment analysis, capital management and allocation, and energy sector knowledge and information technology, are valuable to the Company. Ms Farrar's appointment to the Audit & Risk Committee on 14 August 2019 also brings further finance, investment and management expertise to that Committee.

The Chairman intends to vote all available proxies in favour of the above Items of Business.

Item 6:

Remuneration Report

The Board unanimously recommends that members vote in favour of adopting the Remuneration Report.

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 30 June 2022 can be found on pages 66 to 93 of the Company's 2022 Annual Report and covers director and executive remuneration.

Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, and does not affect the employment arrangements in place for employees of the Company and its subsidiaries. The Board will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

In summary, the Remuneration Report:

- explains the Board's approach to executive remuneration and the link to company performance and shareholder outcomes;
- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company (including Directors);
- explains the relationship between the Board's remuneration policy, the Company's performance and incentives for Key Management Personnel;
- details the remuneration framework which explains the reward elements and any performance conditions applicable to the remuneration of the Key Management Personnel of the Company; and
- sets out remuneration details for the Key Management Personnel of the Company.

Voting exclusion statement

The Company will disregard any votes cast on Item 6:

- by or on behalf of a member of the Company's Key Management Personnel named in the Remuneration Report for the year ended 30 June 2022, or their Closely Related Parties regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Key Management Personnel of the Company at the date of the meeting or any of their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Item 6:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy as he sees fit, even though Item 6 is connected with the remuneration of the Key Management Personnel.

The Chairman intends to vote all available proxies in favour of this Item of Business.

Item 7:

Grant of share rights under the FY22 Short-Term Incentive ("STI") Plan for the Managing Director & Chief Executive Officer ("MD & CEO")

The Board, other than Mr Ryan Stokes AO, recommends that members vote in favour of Item 7.

The Company operates the Seven Group Holdings Limited STI plan to provide short-term incentives to senior executives, based on performance relative to corporate and individual goals over the Company's financial year. Under the key terms of the STI plan, 50 per cent of the STI award for the MD & CEO, Mr Ryan Stokes AO, is deferred into share rights.

Further details regarding the STI plan and the FY22 STI award are set out in the Remuneration Report on pages 66 to 93 of the Company's 2022 Annual Report.

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme. As the terms of the STI grant to Mr Ryan Stokes AO require that the securities to satisfy the STI award be purchased on market, shareholder approval is not required for the purposes of the ASX Listing Rules.

However, in the interests of transparency and good governance, the Board has determined to seek shareholder approval for the grant of securities to Mr Ryan Stokes AO.

Explanatory Notes

Summary of the key terms of the Grant Of Securities

A brief overview of the key terms of the proposed grant under the STI plan is set out below.

Details of the Proposed STI grant	The MD & CEO, Mr Ryan Stokes AO, participated in the STI plan in respect of FY22 ("FY22 STI"). All awards are subject to satisfying the Group's underlying EBIT gateway and achievement of a balanced scorecard of measurable and quantifiable individual targets. In cases of outperformance, the Board may grant an above target award amount. Under the STI plan, 50 per cent of the FY22 STI that has been earned is delivered as a cash bonus to the MD & CEO, and the remaining 50 per cent is delivered in share rights as the deferred component of his STI. Accordingly, Mr Ryan Stokes AO is entitled to receive \$907,156.50 of share rights (being the "Grant Value" of the deferred share rights component of his FY22 STI). The number of share rights to be allocated to Mr Ryan Stokes will be a maximum of 59,149 based on an issue price of \$15.3369. The number of share rights issued for Executives has been determined by dividing the Grant Value by the Company's 5 day VWAP (Volume Weighted Average Price) on 30 June 2022, adjusted to reflect that share rights do not entitle the holder to dividends on the underlying shares until the share rights vest and shares are acquired. A share right is a right to acquire one ordinary share in the Company.						
Grant Date	The Company intends that the share rights will be allocated to Mr Ryan Stokes AO on or about 1 December 2022, but in any event, within 12 months after the date of the meeting.						
Vesting of Shares	Subject to the terms of the STI plan, the share rights will vest on 1 July 2024. Mr Ryan Stokes AO will not be entitled to vote nor be paid dividends in respect of those unvested share rights.						
Cessation of Employment	If Mr Ryan Stokes AO ceases employment with the Company prior to 1 July 2024 due to termination for cause, gross misconduct or any other reason determined by the Board, all share rights will immediately lapse unless the Board determines otherwise. If Mr Ryan Stokes AO ceases employment with the Company in any other circumstances (for example due to illness, retirement, genuine redundancy or other circumstance deemed appropriate by the Board) then, unless the Board determines otherwise, unvested share rights will continue on foot, subject to the original vesting conditions, as though he had not ceased employment.						
Mr Ryan Stokes' Total Remuneration Package for FY23	ASX Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of the current total remuneration of Mr Ryan Stokes AO which at target is: <table> <tr> <td>Total Fixed Remuneration (TFR)</td><td>\$1,900,000 p.a.</td></tr> <tr> <td>Short-term incentive opportunity</td><td>\$1,900,000 – 100% of TFR</td></tr> <tr> <td>Long-term incentive grant</td><td>\$1,900,000 – 100% of TFR</td></tr> </table> Full details on the remuneration of Mr Ryan Stokes AO are contained within the Remuneration Report.	Total Fixed Remuneration (TFR)	\$1,900,000 p.a.	Short-term incentive opportunity	\$1,900,000 – 100% of TFR	Long-term incentive grant	\$1,900,000 – 100% of TFR
Total Fixed Remuneration (TFR)	\$1,900,000 p.a.						
Short-term incentive opportunity	\$1,900,000 – 100% of TFR						
Long-term incentive grant	\$1,900,000 – 100% of TFR						
Other Information	No loan arrangements are entered into with Mr Ryan Stokes AO in relation to share rights granted under the STI plan. The only Director of the Company who is eligible to receive share rights under the STI plan is Mr Ryan Stokes AO. Since the 2021 Annual General Meeting (being the date of the last approval), 37,675 share rights were granted to Mr Ryan Stokes AO under the STI plan. No amount was payable by Mr Ryan Stokes AO for the grant as the grant formed part of his remuneration.						

Voting exclusion statement

The Company will disregard any votes on Item 7:

- cast in favour of the resolutions by or on behalf of Mr Ryan Stokes AO (being the only Director eligible to participate in the STI plan) or any of his associates regardless of the capacity in which the vote is cast; or
- cast as a proxy by any of the Key Management Personnel of the Company at the date of the meeting or their Closely Related Parties.

Unless the vote is cast on Item 7:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chairman of the meeting as proxy for a person entitled to vote on the resolution, pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman decides; or
- 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:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available proxies in favour of this item of Business.

Item 8:

Proposed increase in limit of aggregate Non-Executive Directors' Fees

ASX Listing Rule 10.17 and clause 8.5(a) of the Company's Constitution requires shareholders to approve any increase in the total amount of Non-Executive Directors' ("NEDs") remuneration that can be paid each year. The current limit of aggregate annual remuneration payable to NEDs of \$2,400,000 was last reviewed at the Company's 2019 Annual General Meeting.

Details of the Company's approach and the amount of remuneration paid to NEDs is disclosed in the Remuneration Report contained within the Directors' Report, in the Company's 2022 Annual Report.

The NEDs are remunerated via Board and Committee fees which are reviewed annually. The Company's Board and Committee fees are inclusive of statutory superannuation and reflect the time commitment and responsibilities involved, taking into account market rates for comparable publicly listed companies. NEDs do not receive payments on their retirement from office other than payments accruing from superannuation contributions comprising part of their remuneration.

NED fees are benchmarked against ASX100 listed entities with similar revenues and market capitalisation as the Company. The benchmarking also considers the complexity of the Group structure and the industry sectors in which we operate.

Effective from 1 July 2022, annual NED base fees increased from \$170,000 to \$180,000 and annual Audit & Risk Committee Member fees from \$20,000 to \$30,000, to align to comparable market benchmarks and to take into account the growth and increasing complexities associated with roles and responsibilities of NEDs and the Audit & Risk Committee.

For the period prior to the retirement of Mr Kerry Stokes AC's retirement as Executive Chairman on 17 November 2021, the Executive Chairman's fees were included within the aggregate NED fee limit. Following the retirement of Mr Kerry Stokes AC as Executive Chairman on 17 November 2021 and the appointment of Mr Terry Davis as Non-Executive Chairman as of that date, Board Chairman fees were reviewed and set at \$475,000 per annum having regard to a market review based on external benchmarking of remuneration for board chairs. Fees paid to Mr Kerry Stokes AC in his capacity as a Strategic Advisor to the Board in a non-KMP capacity are excluded from the NED fee pool limit.

The Company is mindful of ensuring that the level of fees the Company may offer keeps pace with market conditions, given that contemporary regulatory demands have increased the responsibilities placed on NEDs and the time committed to their duties. The proposed increase to the aggregate annual remuneration payable to NEDs would allow flexibility for market increases in the future and support the capacity for the Company to appoint up to two additional suitably qualified NEDs as required, as well as allowing for better succession planning by facilitating the appointment of a new NED before the retirement of an existing NED.

It is also relevant that under the Company's Constitution a maximum of 12 Directors may be appointed to the Board. The proposed aggregate fee increase will provide the appropriate remuneration capacity to satisfy the appointment of additional NEDs to the Board, if so approved, to ensure that the Board remains comprised of high calibre Directors with a mix of skills, strategic competencies, qualifications and experience to oversee the Company's diverse range of operations and investments.

No securities have been issued to a Non-Executive Director of the Company with the approval of shareholders in the preceding three years or prior to that.

Voting exclusion statement

The Company will disregard any votes cast on the proposed resolution in Item 8:

- by or on behalf of a Director of the Company and any of their associates regardless of the capacity in which the vote is cast; or
- as a proxy by any of the key management personnel of the Company at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote cast if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote pursuant to an express authorisation to vote as the proxy decides.

Directions and map

Parking

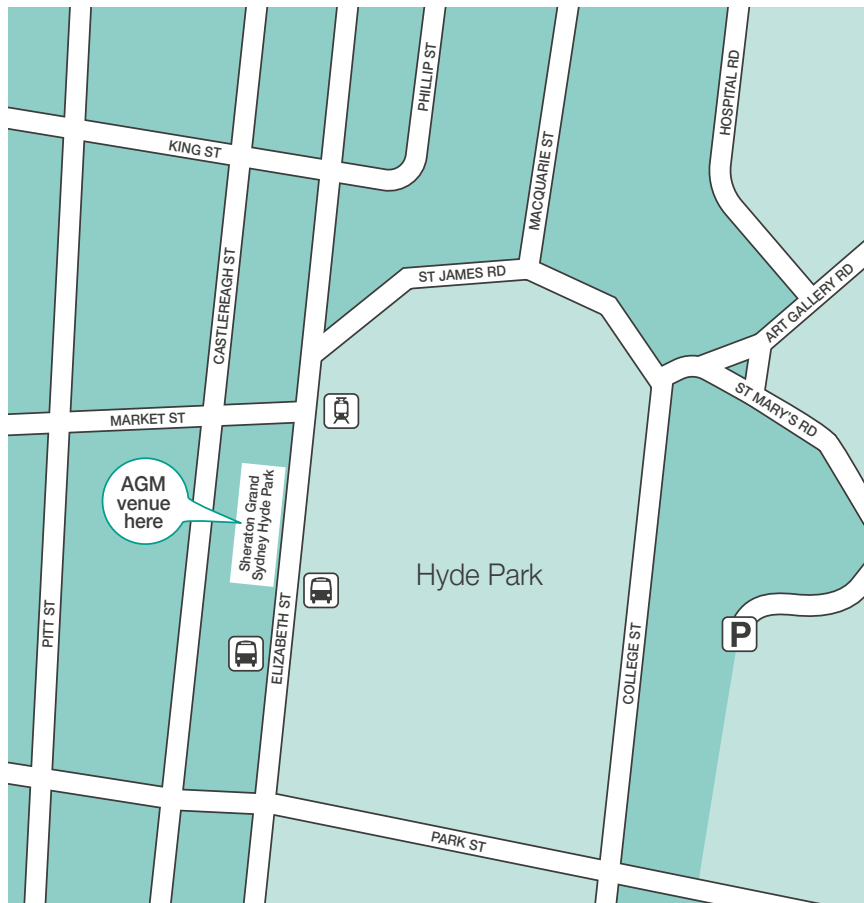
Parking is available close to Sheraton Grand Sydney Hyde Park at the Domain car park. See map for location.

Train

St James train station is conveniently located close to Sheraton Grand Sydney Hyde Park. See map for locations.

Walking

Please refer to the map set out on this page for directions to walk from St James train station to the Sheraton Grand Sydney Hyde Park. Walking from the train station takes approximately two minutes.



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 (AEDT) on Tuesday, 15 November 2022.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/svwagm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



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:

- (a) 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.
- (b) return both forms together.

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 **11.00am (AEDT) on Tuesday, 15 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by the following methods:

- 🖥 **Online** <https://www.votingonline.com.au/svwagm2022>
- ✉ **By Email** proxy@boardroomlimited.com.au
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited, PO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 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.

Seven Group Holdings Limited

ABN 46 142 003 469

☐

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 **Seven Group Holdings 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 **Castlereagh Room at Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000 on Thursday, 17 November 2022 at 11.00 am (AEDT)** 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 intends to vote undirected proxies in favour of each of the items of business.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 6-8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 6-8 are connected with the remuneration of a member of the key management personnel for the Company.

Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 6-8). 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 resolution.

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*
Resolution 2	To elect Ms Rachel Argaman (Herman) OAM as a Director of the Company.	☐	☐	☐
Resolution 3	To re-elect Ms Annabelle Chaplain AM as a Director of the Company.	☐	☐	☐
Resolution 4	To re-elect Mr Terry Davis as a Director of the Company	☐	☐	☐
Resolution 5	To re-elect Ms Katherine Farrar as Director of the Company	☐	☐	☐
Resolution 6	To Adopt the Remuneration Report	☐	☐	☐
Resolution 7	Grant of share rights under the FY22 Short Term Incentive Plan for the Managing Director and Chief Executive Officer ("MD & CEO")	☐	☐	☐
Resolution 8	Proposed Increase in Limit of Aggregate Non-Executive Directors' Fees	☐	☐	☐

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 / / 2022