

TUAS LIMITED

ABN 70 639 685 975

(Company)

NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT

DATE: Friday 6 December 2024

TIME: 10.00am (Sydney time)

VENUE: To be held at Rydges Sydney Central, 28 Albion Street, Surry Hills NSW

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

Any questions in relation to this Notice of Meeting may be addressed to the Company by email to investor.relations@tuas.com.au

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IMPORTANT INFORMATION

Time and place of meeting

The Annual General Meeting of the Shareholders of Tuas Limited, to which this Notice of Meeting relates, will be held at Rydges Sydney Central, 28 Albion Street, Surry Hills NSW on Friday 6 December 2024 commencing at 10am (Sydney time).

Annual Report

The Company's Annual Report for the period 1 August 2023 to 31 July 2024 is available on the Company's website at www.tuas.com.au/investors.html

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on Wednesday 4 December 2024 at 7.00pm (Sydney time).

Voting in Person

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 10 minutes prior to the commencement of the meeting so that their holding may be checked against the share register and attendances recorded. It will assist with registration if you bring your personalised Proxy Form to the meeting.

A corporation which is a shareholder may appoint an individual to act as its representative and to vote in person at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth). The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company's share registry.

Where there are joint registered holders of any shares of the Company, any one of them may vote at the meeting in person or by proxy, attorney, or corporate representative. If more than one of the joint holders is present at the meeting (whether in person or by proxy, attorney or corporate representative), only the person whose name appears first in the Company's share register is entitled to vote in respect of those jointly-held shares.

Voting

Shareholders may cast their votes on resolutions:

- By voting in person during the meeting or
- by completing and returning a Proxy Form to the Tuas Share Registry to be received not later than 10.00am (Sydney time) on Wednesday, 4 December 2024.

Voting on each of the proposed resolutions set out in this Notice of Meeting will be conducted by poll.

Voting by proxy

Shareholders may lodge a proxy vote:

- a) online at www.investorvote.com.au. You will need to enter the secure access information set out on your Proxy Form; or
- b) by completing and signing the Proxy Form enclosed and returning by:
 - (i) post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001, Australia
 - (ii) hand to Computershare at 452 Johnston Street, Abbotsford VIC, 3067
 - (iii) facsimile to Computershare Investor Services Pty Ltd on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2500 (outside Australia); or
- c) for Intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

A proxy

1. need not be a shareholder of the Company and
2. may be an individual or a body corporate.

Proxy Forms, whether lodged online, by post, or by facsimile must be received not later than 10.00am (Sydney time) on Wednesday 4 December 2024.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of Shareholders of Tuas Limited ("the Company") will be held on Friday 6 December 2024 at 10.00am (Sydney time) at Rydges Sydney Central, 28 Albion Street, Surry Hills NSW.

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Annual General Meeting.

BUSINESS OF THE ANNUAL GENERAL MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Statements of the Company and its controlled entities for the financial year period between 1 August 2023 and 31 July 2024 together with the Directors' Report and the Auditor's Report.

Item 2: Adoption of the Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Directors' Report for the financial year period between 1 August 2023 and 31 July 2024 be adopted."

Item 3: Re-Election of Director

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

"That Robert Dobson Millner, being eligible, be re-elected as a Director of the Company."

Item 4: Re-election of Director

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

"That Sarah Kenny, being eligible, be re-elected as a Director of the Company."

Dated: 22 October 2024

By order of the Board

Tony Moffatt
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Friday 6 December 2024 at 10.00am (Sydney time) at Rydges Sydney Central, 28 Albion Street, Surry Hills NSW.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding how to vote on the Resolutions in the Notice of Annual General Meeting.

If you are in doubt about what to do in relation to the Resolutions contemplated in the Notice of Annual General Meeting, you should consult your financial or other professional adviser.

1. Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial statements of the Company for the financial year period between 1 August 2023 and 31 July 2024 together with the Directors' Report and the Auditor's Report. No resolution is required for this item. The Company's 2024 Annual Report containing the financial statements and reports is available on the Company's website at www.tuas.com.au/investors.html.

Shareholders will be given an opportunity to ask questions or to make comments on the financial statements and reports at the meeting. The Company's Auditor, KPMG, will be available at the meeting to answer questions relating to the conduct of the audit and the preparation and content of the Auditor's Report.

2. Adoption of 2024 Remuneration Report

2.1 General

As required by the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the Shareholders at the Annual General Meeting. The Corporations Act provides that the vote on the resolution is advisory only and is not binding on the Directors or the Company.

The Remuneration Report is a distinct section of the Directors' Report at pages 12 to 20 of the Company's 2024 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and the key executives ('key management personnel') of the Company for the financial year ended 31 July 2024.

The report includes an explanation of the Board of Directors' policies in relation to the nature and level of remuneration of key management personnel, discussion on the link between key management personnel remuneration and the Company's performance, and details of the total remuneration of the key management personnel.

The Company's 2024 Annual Report (containing the Remuneration Report) is available at www.tuas.com.au/investors.html.

A reasonable opportunity will be provided for questions or comment about the Remuneration Report at the Annual General Meeting.

2.2 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this resolution. The Directors acknowledge that they have a personal interest in some aspects of the Remuneration Report. The Chairman intends to vote undirected proxies in favour of this resolution.

2.3 Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) in respect of Item 2 by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, or any of their closely related parties, unless the vote is cast as proxy for a person who is entitled to vote on these items:

- a) in accordance with a direction on the Proxy Form; or
- b) by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

3. Re-Election of Director

Mr Robert Millner AO retires and being eligible offers himself for re-election.

Robert Millner was appointed a director on 14 May 2020.

Mr Millner is a current director of TPG Telecom Limited (ASX:TPG). He served as Chairman of SP Telemedia Limited which became TPG Telecom Limited (ASX:TPM) from 2000 until 2008 and then as a Non-Executive Director of that Company from 2008 to 2020 when its merger with Vodafone Hutchison Australia Pty Ltd was completed.

Mr Millner has over 30 years' experience as a company director and is currently a director of the following listed companies: Apex Healthcare Berhad, Aeris Resources Limited, Brickworks Limited, BKI Investment Company Limited, New Hope Corporation Limited and Washington H. Soul Pattinson and Company Limited.

Mr Millner was also an interim director at Hunter Hall Global Value Limited from April 2017 to June 2017, a director of Australian Pharmaceutical Industries Limited from May 2000 to July 2020 and of Milton Corporation Limited from 1998 until October 2021.

Special Responsibilities: Member of the Audit & Risk Committee.

Directorship of other listed companies in the past three years
<i>Washington H. Soul Pattinson and Company Limited (appointed 1984, Chair since 1998)</i>
<i>New Hope Corporation Limited (appointed 1995, Chair since 1998)</i>
<i>Brickworks Limited (appointed 1997, Chair since 1999)</i>
<i>Apex Healthcare Berhad (appointed 2000)</i>
<i>TPG Telecom Limited (appointed July 2020)</i>
<i>Aeris Resources Limited (appointed July 2022)</i>

Directors' Recommendation

The Directors, other than Mr Millner, recommend that Shareholders vote in favour of this resolution. The Chairman intends to vote all available proxies in favour of this resolution.

4. Re-election of Director

Ms Sarah Kenny retires and being eligible offers herself for re-election.

Sarah Kenny is an accomplished and experienced legal adviser and director, having a 30 plus year career as a partner and consultant with global law firm Herbert Smith Freehills. During that time, she advised on a broad range of transactions and specialised in regulated industries including technology, telecommunications and media, gaming, wagering, and sport. She held a number of leadership roles including the Head of Sydney Corporate Group.

She was a board member of the ASX listed Propertylink Group from 2017 to 2019, on which she filled roles on the Audit and Risk and the Remuneration and Nomination committees. Sarah also has roles in sport including as Chair of the Advisory Council of Sport Integrity Australia.

Sarah is a Graduate member of the Australian Institute of Company Directors and has been a director of Tuas since 14 May 2020.

She is the current chair of the Remuneration Committee and a member of the Audit and Risk Committee.

<i>Directorship of other listed companies in the past three years</i>
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<i>NIL</i>

Directors' Recommendation

The Directors, other than Ms Kenny, recommend that Shareholders vote in favour of this resolution. The Chairman intends to vote all available proxies in favour of this resolution.