

Pact Group Holdings Ltd
ABN: 55 145 989 644

2024 Notice of Annual General Meeting





Dear Fellow Shareholders

Pact Group Holdings Ltd 2024 Notice of Annual General Meeting

I invite you to the eleventh Annual General Meeting (**AGM**) of Pact Group Holdings Ltd (**Pact** or the **Company**) (ASX: **PGH**) to be held on Thursday, 14 November 2024 at 12:00pm AEDT.

Our 2024 AGM will be held as a virtual meeting online. You will be able to watch, participate, vote and ask questions at the AGM in real-time on your computer or mobile device, through our online platform, by entering the following address into your web browser www.meetnow.global/PGHAGM24. Pact's Notice of Annual General Meeting is also available on our AGM website at pactgroup.com/investors/investor-communications/#shareholder-meetings.

Even if you intend to participate online, we encourage shareholders to cast proxy votes and lodge questions ahead of the AGM at www.edocumentview.com.au/PGHAGM2024. In order for your vote to count by proxy, you must lodge your completed proxy form by 3.00pm AEDT on Tuesday, 12 November 2024. To access this site, you will need your holder number (SRN/HIN). Lodging questions and casting your proxy vote ahead of the AGM will not prevent you from attending online.

The Notice of Annual General Meeting describes the formal business to be dealt with at the AGM, which includes:

1. Receive and consider the Financial Statements and Reports for the financial year.
2. Adoption of the Remuneration Report.
3. Re-election of Director – Ms Carmen Chua (a Board endorsed candidate).
4. Election of Director – Mr Nicholas (Nick) Perkins (a Board endorsed candidate).
5. Election of Director – Mr Tristan Smith (a Board endorsed candidate).
6. Election of Director – Mr Mark Gandur (a candidate not endorsed by the Board).
7. Election of Director – Mr David Harris OAM (a candidate not endorsed by the Board).
8. Contingent Resolution: Conditional Spill Resolution.

In addition, an electronic version of the Annual Report for the year ended 30 June 2024 is available on our website at pactgroup.com/investors/investor-communications/#reports.

I look forward to welcoming you to the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Raphael Geminder".

Raphael Geminder
Chair

Dated: 10 October 2024

Notice of Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting of shareholders of Pact Group Holdings Ltd (**Company**) will be held on Thursday, 14 November 2024 at 12.00pm AEDT as a virtual meeting (**AGM** or **Meeting**). Shareholders will be able to virtually attend and participate in the Meeting via an online platform. The online platform facilitating the Meeting can be accessed from our AGM website at www.edocumentview.com.au/PGHAGM2024 and directly via www.meetnow.global/PGHAGM24. Shareholders will be able to register for and log on to the online platform from 11.00am AEDT on Thursday, 14 November 2024. A guide on how to use the online platform (including how to register, log in, vote and ask questions during the Meeting) is available on the Company's AGM website at www.edocumentview.com.au/PGHAGM2024.

Items of business

1. Financial Statements and Reports

To receive and consider the annual Financial Report, the Directors' Report and the Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2024.

Note: there is no requirement for shareholders to approve these reports.

2. Adoption of the Remuneration Report

To consider the Company's Remuneration Report for the financial year ended 30 June 2024 and, if thought fit, pass the following non-binding resolution as an ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

"That the Company's Remuneration Report for the financial year ended 30 June 2024 be adopted."

Voting exclusions

Certain persons are prohibited from casting votes on this resolution. Details of the voting exclusions applicable to this resolution are set out under the heading 'Voting exclusions – Items 2 and 8' on page 3 of this Notice of Meeting.

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company except in relation to the consideration of the contingent resolution referred to in Item 8, if required.

3. Re-election of Director – Ms Carmen Chua (a Board endorsed candidate)

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

"That Ms Carmen Chua, who offers herself for re-election and being eligible, be re-elected as a Director of the Company."

4. Election of Director – Mr Nicholas (Nick) Perkins (a Board endorsed candidate)

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

"That Mr Nicholas (Nick) Perkins, who offers himself for election and being eligible, be elected as a Director of the Company."

5. Election of Director – Mr Tristan Smith (a Board endorsed candidate)

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

"That Mr Tristan Smith, who offers himself for election and being eligible, be elected as a Director of the Company."

6. Election of Director – Mr Mark Gandur (a candidate not endorsed by the Board)

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

“That Mr Mark Gandur, having been nominated for election as a Director in accordance with the Company’s Constitution and being eligible, be elected as a Director of the Company.”

7. Election of Director – Mr David Harris OAM (a candidate not endorsed by the Board)

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

“That Mr David Harris OAM, having been nominated for election as a Director in accordance with the Company’s Constitution and being eligible, be elected as a Director of the Company.”

Note on Items 3 to 7: The Company’s Constitution provides that the number of Directors (not including alternates) shall not be more than seven, unless the Company resolves otherwise at a general meeting. There are five Director candidates standing for election at the AGM but only four vacant positions. If all of the resolutions set out in Items 3 to 7 are passed at the AGM as ordinary resolutions, the candidate that receives the lowest number of votes in favour will not be elected as a Director at the AGM, to ensure compliance with the Constitution. The Board recommends shareholders:

- vote in favour of Items 3, 4 and 5 (with Ms Chua abstaining on Item 3, Mr Perkins abstaining on Item 4 and Mr Smith abstaining on Item 5); and
- vote against Items 6 and 7.

8. Contingent Resolution: Conditional Spill Resolution

Note: Item 8 will only be considered at the Meeting if at least 25% of the votes cast on Item 2 are cast against the adoption of the Remuneration Report for the financial year ended 30 June 2024.

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

*“Subject to and conditional on at least 25% of the votes cast on the resolution in Item 2 being cast against the adoption of the Company’s Remuneration Report for the financial year ended 30 June 2024, to hold an extraordinary general meeting of the Company (**Spill Meeting**) on 14 November 2024 at the later of 1:00pm AEDT or the conclusion of the 2024 AGM at which:*

- a. all of the Company’s Directors in office when the resolution to approve the Directors’ Report for the financial year ended 30 June 2024 was passed (other than the Managing Director and Group Chief Executive Officer) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- b. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.*

Voting exclusions

Certain persons are prohibited from casting votes on this resolution. Details of the voting exclusions applicable to this resolution are set out under the heading ‘Voting exclusions – Items 2 and 8’ on page 3 of this Notice of Meeting.

The Important Notes and Explanatory Memorandum attached to this Notice of Meeting are incorporated into and form part of this Notice of Meeting. A detailed explanation of the background and reasons for the proposed resolutions is set out in the Explanatory Memorandum.

By Order of the Board



Kathryn de Bont
Company Secretary

Dated: 10 October 2024

Important Notes

Quorum

The quorum necessary for this Meeting is five or more shareholders being present, including virtually or by proxy. If a quorum is not present within 30 minutes after the scheduled time for the Meeting, the Meeting will be adjourned as the Board directs.

Poll

Voting on all resolutions will be determined by a poll at the Meeting.

Voting entitlement

The Board has determined that persons holding fully paid ordinary shares in the capital of the Company at 7:00pm AEDT on Tuesday, 12 November 2024 will be eligible to vote on the resolutions contained in this Notice of Meeting. This means that if you are not the registered holder of any fully paid ordinary shares in the capital of the Company at that time, you will not be entitled to vote.

Voting methods

Shareholders may vote by attending the AGM online in person, or by proxy, attorney or representative. A body corporate shareholder may appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act*.

Voting exclusions – Items 2 and 8

In accordance with the *Corporations Act* the Company will disregard any votes cast on the resolution in Items 2 and 8:

- by or on behalf of a member of the key management personnel of the Company (**KMP member**) whose remuneration details are included in the Remuneration Report for the year ended 30 June 2024, and any closely related party (within the meaning of the *Corporations Act*) (**Closely Related Party**) of the KMP member, regardless of the capacity in which the vote is cast; or
- as a proxy by or on behalf of a person who is a KMP member at the date of the AGM, or by any of their Closely Related Parties.

However, the Company will not disregard votes if they are cast on the resolution in Items 2 and 8 by:

- a person as proxy 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
- the Chair of the AGM under an express authorisation in the proxy appointment to exercise the proxy even if the resolution is connected with the remuneration of a KMP member.

Proxies

A shareholder entitled to participate and vote at the AGM is entitled to appoint any person to participate at the AGM and vote as the shareholder's proxy. A proxy can be an individual or a body corporate. A proxy need not be a shareholder.

If a shareholder is entitled to cast two or more votes, they may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the proportion or the number of the shareholder's votes each proxy may exercise is not specified, each proxy may exercise half the votes the appointing shareholder is entitled to cast (disregarding fractions).

Proxies may be appointed in accordance with the lodgement instructions set out on page 4.

As a shareholder you can direct your proxy to vote 'for' or 'against', or 'abstain' from voting on, any of the resolutions contained in the items of business.

You may appoint the Chair of the Meeting as your proxy. Under the *Corporations Act*, the Chair of the Meeting (as proxy) will be required to vote your shares as directed. The Chair of the Meeting intends to vote undirected proxy votes:

- in favour of the resolutions in Items 2 to 5; and
- against the resolutions in Items 6 to 8,

(subject to the voting exclusions described above).

If a person other than the Chair of the Meeting is appointed as your proxy, the proxy may decide whether or not to vote on any particular item of business (subject to the voting exclusions described above). However, under the *Corporations Act* all directed proxies that are not voted at the Meeting by your appointed proxy will automatically default to the Chair of the Meeting, who is required to vote your shares as directed (subject to the voting exclusions described above). Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose (subject to the voting exclusions described above).

If you appoint the Chair of the Meeting as your proxy using the form provided with this notice and do not direct how the proxy is to vote on a resolution, you will be expressly authorising the Chair to exercise your undirected proxy:

- in favour of the resolutions in Items 2 to 5; and
- against the resolutions in Items 6 to 8,

listed in this Notice of Meeting, even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

If you appoint a KMP member (other than the Chair) or any of their Closely Related Parties as your proxy, you must direct them how to vote on Items 2 and 8 (if applicable). If you do not do so, your vote cannot be cast by the KMP member or Closely Related Party.

Important Notes (Cont.)

Proxy lodgement instructions

To be valid, the proxy appointment instrument (or a certified copy of it) must be received by one of the following methods by 3.00pm AEDT on Tuesday, 12 November 2024 or not less than 48 hours before the commencement of any adjournment or postponement of the AGM:

- a. electronically, by visiting www.edocumentview.com.au/PGHAGM2024 and following the instructions provided;
- b. by sending the proxy form by mail to the Company's Share Registry, Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001, Australia;
- c. by sending the proxy form by facsimile to the Company's Share Registry on 1800 783 447 within Australia or +61 3 9473 2555 from outside Australia; or
- d. for certain intermediaries (such as custodians, nominees and broker participants) who subscribe to Computershare's intermediary online service – electronically, by visiting www.intermediaryonline.com and following the instructions provided.

If you appoint a proxy (other than the Chair of the Meeting) to virtually attend and vote at the Meeting on your behalf, please ensure that you arrange for your proxy to obtain their unique email invitation prior to the AGM by contacting our Share Registry, Computershare Investor Services Pty Limited (**Computershare**), by telephone on +61 3 9415 4024. This invitation is required so that your appointed proxy can access Computershare's online platform during the Meeting.

Voting by corporate representative

Any shareholder or proxy that is a company or other body corporate must appoint an individual to act as its representative at the Meeting in accordance with section 250B of the *Corporations Act*. Satisfactory evidence of appointment, such as a formal notice of appointment signed in accordance with section 127 of the *Corporations Act* (or, if the shareholder or proxy is not a 'company' within the meaning of the *Corporations Act*, under applicable law), will need to be provided to Computershare before the Meeting. A Notice of Appointment form can be obtained from Computershare, by telephone on +61 3 9415 4000, or downloaded from www.investorcentre.com/au.

Voting by attorney

A shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company by 3.00pm AEDT on Tuesday, 12 November 2024 or not less than 48 hours before the commencement of any adjournment or postponement of the AGM.

Shareholder questions

Shareholders are able to submit written questions prior to the Meeting. Questions can either be submitted online via www.edocumentview.com.au/PGHAGM2024 (following the instructions provided online), or by emailing: company.secretary@pactgroup.com. Questions in writing must be received by 5.00pm AEDT on Thursday, 7 November 2024. Shareholders may also ask questions at the Meeting.

Questions should relate to matters that are relevant to the business of the Meeting as outlined in the Notice of Meeting.

Webcast

A recording of the proceedings of the Meeting will be made available on the Company's website at pactgroup.com/investors/investor-communications/#shareholder-meetings.

Meeting results

The voting results will be announced to the ASX promptly following the Meeting and will also be made available on the Company's website at pactgroup.com/investors/investor-communications/#asx--other-announcements.

Resolutions

Items of business 2 to 7 (and Item 8 if required) are ordinary resolutions. To be passed, each of these items need approval of a simple majority of the votes cast by or on behalf of shareholders entitled to vote on the resolution.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the shareholders of the Company in connection with the resolutions to be considered at the Annual General Meeting to be held on 14 November 2024.

The purpose of this Explanatory Memorandum is to provide shareholders with all information known to the Company, which is material to a decision on how to vote on the resolutions in the accompanying Notice of Meeting.

Item 1 – Financial Statements and Reports

The *Corporations Act* requires the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2024 to be laid before the Meeting.

The Financial Report has been approved by the Directors and audited by the Company's independent auditor.

There is no requirement in the *Corporations Act* or the Company's Constitution for shareholders to vote on, approve or adopt these reports. However, shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these reports and the business and management of the Company.

The auditor of the Company is required to attend the AGM and will be available to take shareholders' questions and comments about the conduct of the audit, preparation and the 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 may also submit questions to the auditor on the conduct of the audit and the content of the Auditor's Report. Questions must be received no later than 5:00pm AEDT on Thursday, 7 November 2024, and are to be lodged in accordance with the instructions regarding shareholder questions online via www.edocumentview.com.au/PGHAGM2024 or www.investorvote.com.au. Alternatively, shareholders may forward written questions to company.secretary@pactgroup.com, or may ask questions at the Meeting.

The *Corporations Act* requires the Company to forward all questions to the auditor and the auditor is required to prepare a list of questions that the auditor considers are relevant to the conduct of the audit and the content of the Auditor's Report. The auditor may omit questions that are the same in substance as other questions or are not received in a timely manner. At the AGM, the Chair will give the auditor a reasonable opportunity to answer the questions on the question list. The list of questions prepared by the auditor will be available on the Company's website, pactgroup.com/investors/investor-communications/#shareholder-meetings, prior to the AGM.

Item 2 – Adoption of the Remuneration Report

The *Corporations Act* requires a resolution in relation to the Remuneration Report to be included in the business of the AGM. There will be an opportunity for shareholders at the AGM to comment on, and ask questions about, the 2024 Remuneration Report. The Remuneration Report can be found on pages 25 to 39 of the Company's 2024 Annual Report and can also be accessed online at pactgroup.com/investors/investor-communications/#reports.

The *Corporations Act* states that a vote on the Remuneration Report is advisory only and will not bind the Directors or the Company except in relation to the consideration of the contingent resolution referred to in Item 8, if required. The Board will, however, take the outcome of the vote and comments made by shareholders on the Remuneration Report into consideration when reviewing the Company's remuneration practices and policies.

Voting exclusions apply to this resolution as specified in the Notice of Meeting.

The Chair of the Meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report. If you intend to appoint a member of the Company's KMP (including any Director of the Company or the Chair) or any of their Closely Related Parties as your proxy, please refer to the important information contained in the Notice of Meeting under the heading 'Proxies' on page 3.

Item 3 – Re-election of Director – Ms Carmen Chua (a Board endorsed candidate)

Pursuant to ASX Listing Rule 14.4, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer. Carmen Chua, being eligible, has offered herself for re-election as a Director of the Company.

Ms Chua was appointed to the Board on 1 September 2018 and is the Chair of the Nomination and Remuneration Committee and a member of the Audit, Business Risk and Compliance Committee. The Board considers Ms Chua to be an independent Director.

Explanatory Memorandum (Cont.)

Ms Chua is based in Hong Kong and has broad management experience in the packaging and material science industry. Carmen currently holds the following positions at Henkel: President of Henkel Asia Pacific, Regional Head of Henkel Adhesive Technology, Corporate Senior Vice President of the global Mobility and Electronics division, and member of the Adhesive Executive Committee. Previously, Carmen led the global powder resins business of Covestro, was the Chief Marketing Officer of the Resins and Functional Material business for Royal DSM, was President for Laird PLC and VP/GM of the Materials Group at Avery Dennison. Ms Chua has also held leadership positions across sales, marketing and business development with organisations such as Worldmark and Dell Computer.

Ms Chua holds a Bachelor of Arts (Hons) from University Science Malaysia, a Master of Business Administration from the University of Portsmouth, UK, and Advanced Management Program from Wharton School of Business.

Ms Chua is also currently a director of another private company.

Recommendation

A review of Ms Chua's performance during her directorship has been undertaken by the other Directors. As a result, the Board (with Ms Chua abstaining) unanimously recommends that shareholders vote in favour of Item 3. The Chair of the Meeting intends to vote all available proxies in favour of the re-election of Ms Chua.

Item 4 – Election of Director – Mr Nicholas (Nick) Perkins (a Board endorsed candidate)

The Board is able to appoint any eligible person to be a Director as an addition to the existing Directors provided that the total number of Directors does not exceed the maximum number fixed under the Constitution, being seven. Any person appointed as an addition to the Board, who is not the Managing Director, holds office until the conclusion of the next AGM following their appointment. At that point, to continue as a Director that person must offer themselves for election.

Mr Nick Perkins was appointed by the Board as an additional Director on 25 September 2024 and is a member of the Nomination and Remuneration Committee. As Mr Perkins was appointed by the Board, he holds office until the conclusion of the AGM and, pursuant to Rule 8.1(c) of the Company's Constitution, offers himself for election.

Mr Perkins is the Chief Executive Officer of Kin Group Pty Ltd (**Kin Group**), which is a substantial shareholder of the Company. Kin Group is a diversified, global, long term focused investor with offices in Melbourne and New York. Nick has held a variety of roles within Kin Group, and its subsidiary businesses, for over 19 years, including 10 years as the General Counsel of Pact Group.

Mr Perkins holds a Bachelor of Arts and Bachelor of Laws from the University of Melbourne and is a Graduate Member of the Australian Institute of Company Directors.

Mr Perkins serves on the Board of The Reject Shop (ASX:TRS) and is a member of their Audit & Risk Committee and People & Culture Committee. He also holds a number of advisory and board positions across Kin Group's portfolio investments.

Mr Perkins has been nominated by Kin Group, which has a relevant interest in 88.04% of the Company's issued share capital as at the date of this Notice of Meeting. The Board does not consider Mr Perkins to be an independent Director.

Recommendation

The Board (with Mr Perkins abstaining) unanimously recommends that shareholders vote in favour of Item 4. The Chair of the Meeting intends to vote all available proxies in favour of the election of Mr Perkins.

Item 5 – Election of Director – Mr Tristan Smith (a Board endorsed candidate)

As outlined in relation to Item 4, the Board is able to appoint any eligible person to be a Director as an addition to the existing Directors provided that the total number of Directors does not exceed the maximum number fixed under the Constitution, being seven. Any person appointed as an addition to the Board, who is not the Managing Director, holds office until the conclusion of the next AGM following their appointment. At that point, to continue as a Director that person must offer themselves for election.

Mr Tristan Smith was appointed by the Board as an additional Director on 25 September 2024 and is a member of the Audit, Business Risk and Compliance Committee. As Mr Smith was appointed by the Board, he holds office until the conclusion of the AGM and, pursuant to Rule 8.1(c) of the Company's Constitution, offers himself for election.

Mr Smith is a Chartered Accountant and the Chief Financial Officer of Kin Group, which is a substantial shareholder of the Company. Tristan joined Kin Group in 2019 after nearly 20 years working globally with Ernst & Young, and holds a number of advisory and board positions across portfolio investments spanning Kin Group's packaging, food and property portfolios.

Mr Smith holds a Bachelor of Commerce degree and a Master of Commerce degree from Macquarie University and is a member of Chartered Accountants Australia and New Zealand.

Mr Smith is also currently a director of several private companies.

Mr Smith has been nominated by Kin Group, which has a relevant interest in 88.04% of the Company's issued share capital as at the date of this Notice of Meeting. The Board does not consider Mr Smith to be an independent Director.

Explanatory Memorandum (Cont.)

Recommendation

The Board (with Mr Smith abstaining) unanimously recommends that shareholders vote in favour of Item 5. The Chair of the Meeting intends to vote all available proxies in favour of the election of Mr Smith.

Item 6 – Election of Director – Mr Mark Gandur (a candidate not endorsed by the Board)

In accordance with rule 8.1(j)(3) of the Company's Constitution, Mr Gandur, a candidate not endorsed by the Board, has been nominated for election as a Director of the Company. Mr Gandur has been nominated by Manipur Nominees Pty. Ltd., Shriar Consolidated Pty Ltd, Stanningfield Proprietary Limited and Gandur Superannuation No. 3 Pty Ltd, being shareholders of the Company that cumulatively hold voting power in more than 5% of the votes that may be cast at a general meeting of the Company, as at the date this Notice of Meeting was prepared. Several of the shareholders who nominated Mr Gandur are parties to a \$30 million counterclaim against related bodies corporate of the Company, as disclosed on page 61 of the 2024 Annual Report.

As Mr Gandur is a candidate not endorsed by the Board, the Company has not conducted the background checks it would typically perform in relation to a Board endorsed candidate. The following biographical information has been provided by Mr Gandur and has not been independently verified by the Company:

Mr Mark Gandur brings a strong professional background and extensive experience managing international businesses for over 40 years.

Mr Gandur was a founding managing partner of TIC (Retail Accessories) Pty Ltd and for over 30 years oversaw the growth of that business which was ultimately acquired by Pact in 2018. He then went on to manage the business and hand over to current management in 2020. During that handover period, Mark successfully delivered Target USA as a key new account to Pact.

Mr Gandur also has experience directing other significant business units under the TIC company banner. He has a strong network of business associates, particularly in Australia and New Zealand retail markets that are closely aligned to Pact's other activities.

Mr Gandur holds a Bachelor of Law and a Bachelor of Jurisprudence from Monash University.

Mr Gandur owns entities which hold over 3% of the shares in the Company, making him the equal second largest shareholder. Therefore, his interests are strongly aligned to maximising the value of the Company with all other shareholders.

The Board has carefully considered Mr Gandur's nomination in the context of the Company's Nomination and Remuneration Committee Charter and Board Charter. It has reviewed Mr Gandur's skills and experience against those already represented on the Board, and those required to support the execution of the Company's strategic objectives. The Board is of the view that Mr Gandur's skillset and experience would not add to the effectiveness of the Board.

The Board does not consider that Mr Gandur will, if elected, qualify as an independent Director.

Recommendation

The Board unanimously recommends that shareholders vote against Item 6. The Chair of the Meeting intends to vote all available proxies against the election of Mr Gandur.

Item 7 – Election of Director – Mr David Harris OAM (a candidate not endorsed by the Board)

In accordance with rule 8.1(j)(3) of the Company's Constitution, Mr Harris OAM, a candidate not endorsed by the Board, has been nominated for election as a Director of the Company. Mr Harris has been nominated by Manipur Nominees Pty. Ltd., Shriar Consolidated Pty Ltd, Stanningfield Proprietary Limited and Gandur Superannuation No. 3 Pty Ltd, being shareholders of the Company that cumulatively hold voting power in more than 5% of the votes that may be cast at a general meeting of the Company as at the date this Notice of Meeting was prepared. Several of the shareholders who nominated Mr Harris are parties to a \$30 million counterclaim against related bodies corporate of the Company, as disclosed on page 61 of the 2024 Annual Report.

As Mr Harris is a candidate not endorsed by the Board, the Company has not conducted the background checks it would typically perform in relation to a Board endorsed candidate. The following biographical information has been provided by Mr Harris and has not been independently verified by the Company:

Mr David Harris OAM has been involved in business for the past 48 years. Initially as the CEO and part owner of Kortex Pty Ltd for 13 years and then as a founder, part owner and joint CEO of the TIC Group for over 30 years.

Since the sale of TIC (Retail Accessories) Pty Ltd to Pact, Mr Harris owns entities which hold over 3% of the shares in the Company.

Mr Harris was the President of the food relief organisation, FareShare for 21 years and is now the Co-Chair of SecondBite.

Explanatory Memorandum (Cont.)

Mr Harris' extensive business background will make a valuable contribution and complement the existing Pact board.

Mr Harris is a Certified Practising Accountant and holds a Bachelor of Economics from Monash University.

The Board has carefully considered Mr Harris' nomination in the context of the Company's Nomination and Remuneration Committee Charter and Board Charter. It has reviewed Mr Harris' skills and experience against those already represented on the Board, and those required to support the execution of the Company's strategic objectives. The Board is of the view that Mr Harris' skillset and experience would not add to the effectiveness of the Board.

The Board does not consider that Mr Harris will, if elected, qualify as an independent Director.

Recommendation

The Board unanimously recommends that shareholders vote against Item 7. The Chair of the Meeting intends to vote all available proxies against the election of Mr Harris.

Note on Items 3 to 7: The Company's Constitution provides that the number of Directors (not including alternates) shall not be more than seven, unless the Company resolves otherwise at a general meeting. There are five Director candidates standing for election at the AGM but only four vacant positions. If all of the resolutions set out in Items 3 to 7 are passed at the AGM as ordinary resolutions, the candidate that receives the lowest number of votes in favour will not be elected as a Director at the AGM, to ensure compliance with the Constitution. The Board unanimously recommends shareholders vote in favour of Items 3 to 5 and against Items 6 and 7.

Item 8 – Contingent Resolution: Conditional Spill Resolution

The 'two strikes' rule provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive AGMs are against adopting the Remuneration Report, shareholders will have the opportunity to vote on a 'spill resolution' (as described below).

At the 2023 AGM, the Company received a 37.61% vote against the 2023 Remuneration Report and, as a result, received a 'first strike'. Consequently:

- If at least 25% of the votes cast on Item 2 are 'against' adopting the 2024 Remuneration Report at the Meeting, this will constitute a 'second strike' and the Company will be required to put the resolution in Item 8 (**Spill Resolution**) to the Meeting (as an ordinary resolution).
- If fewer than 25% of the votes validly cast are against the adoption of the 2024 Remuneration Report, then there will be no 'second strike' and the Spill Resolution will not be put to the Meeting.

If the Spill Resolution is put to the Meeting and passed with more than 50% of votes validly cast in favour, then an extraordinary general meeting of shareholders must be held within 90 days from the date of the Meeting (**Spill Meeting**). The Directors have decided to contingently convene the Spill Meeting on 14 November 2024 at the later of 1:00pm AEDT or the conclusion of the 2024 AGM to avoid incurring material additional expense and minimise disruption and distraction to senior management of the Company.

If a Spill Meeting is required, all of the Company's Directors in office when the resolution to approve the 2024 Directors' Report was passed (other than the Managing Director and Group Chief Executive Officer) will cease to hold office immediately before the end of the Spill Meeting. This will comprise Mr Raphael Geminder, Mr Michael Wachtel and Ms Carmen Chua (provided she is re-elected at the Meeting pursuant to Item 3).

Each of Mr Geminder, Mr Wachtel and Ms Chua is eligible to seek re-election as a Director at the Spill Meeting and each intends to stand for re-election at the Spill Meeting.

There are no voting exclusions applicable to resolutions to consider the re-appointment of these Directors at the Spill Meeting.

Recommendation

The Board unanimously recommends that shareholders vote against Item 8.

Voting exclusions apply to this resolution as specified in the Notice of Meeting.

The Chair of the Meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report and against Item 8. If you intend to appoint a member of the Company's KMP (including any Director of the Company or the Chair) or any of their Closely Related Parties as your proxy, please refer to the important information contained in the Notice of Meeting under the heading 'Proxies' on page 3.

The online platform facilitating the Meeting can be accessed from our AGM website at www.edocumentview.com.au/PGHAGM2024 or directly at www.meetnow.global/PGHAGM24.

Shareholders will be able to register for and log on to the online platform from 11.00am AEDT on Thursday, 14 November 2024.

A guide on how to use the online platform (including how to register, log in, vote and ask questions during the Meeting) is available on the Company's AGM website at www.edocumentview.com.au/PGHAGM2024.

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