



Investor Announcement

2025 Notice of Annual General Meeting

Date: 10 October 2025

Pact Group Holdings Ltd will hold its 2025 Annual General Meeting (**AGM**) on Thursday, 6 November 2025 at 3.00pm AEDT. The meeting will be held as a virtual meeting.

Attached are the following documents in relation to the AGM:

- Chair's Cover Letter to the 2025 Notice of Annual General Meeting;
- 2025 Notice of Annual General Meeting including the Explanatory Memorandum;
- Sample Notice of Access Form;
- Sample Proxy Form; and
- Online Meeting Guide.

The AGM documents include information about how shareholders can participate in the AGM, including how to register, view proceedings, vote and ask questions.

The AGM documents are available on the company's website and are scheduled to be dispatched to shareholders today.

For further information contact:

Kathryn de Bont
Company Secretary
T +61 3 8825 4122

This document has been authorised for release by the Board of Directors.



Dear Fellow Shareholders

Pact Group Holdings Ltd 2025 Notice of Annual General Meeting

I invite you to the Annual General Meeting (**AGM**) of Pact Group Holdings Ltd (ABN 55 145 989 644) (**Pact** or the **Company**) to be held on Thursday, 6 November 2025 at 3:00pm AEDT.

Our 2025 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/PGHAGM25. Pact's Notice of Annual General Meeting is also available on our website at pactgroup.com/investors/investor-communications/#shareholder-meetings.

Even if you intend to participate online, you may cast proxy votes and lodge questions ahead of the AGM at www.investorvote.com.au. In order for your vote to count by proxy, your completed Proxy Form must be received by 3:00pm AEDT on Tuesday, 4 November 2025, or not less than 48 hours before the commencement of any adjournment or postponement of the AGM. 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. Re-election of Director – Mr Raphael Geminder.
3. Approval of amendments to the Company's Constitution.

In addition, an electronic version of the Annual Report for the year ended 30 June 2025 is available on our website at pactgroup.com/investors/investor-communications/#reports.

Yours sincerely,

A handwritten signature in black ink, appearing to be "R. Geminder", written in a cursive style.

Raphael Geminder
Executive Chair

Dated: 10 October 2025

Notice of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting of shareholders of Pact Group Holdings Ltd (ABN 55 145 989 644) (**Company**) will be held as a virtual meeting on Thursday, 6 November 2025 at 3.00pm AEDT (**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 www.meetnow.global/PGHAGM25. Shareholders will be able to register for and log on to the online platform from 2.00pm AEDT on Thursday, 6 November 2025. 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 website at pactgroup.com/investors/investor-communications/#shareholder-meetings.

Shareholders should monitor the Company's website where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

Shareholders who have general queries about this Notice of Meeting should contact Kathryn de Bont, the Company Secretary, at company.secretary@pactgroup.com.

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 2025.

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

2. Re-election of Director – Mr Raphael Geminder

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

"That Mr Raphael Geminder, who offers himself for re-election and being eligible, be re-elected as a Director of the Company."

3. Approval of amendments to the Company's Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

"That, in accordance with section 136(2) of the Corporations Act 2001 (Cth), approval be given to amend the Company's Constitution as set out in item 3 of the Explanatory Memorandum with effect from the close of the Meeting."

Note: this resolution is a special resolution, which requires at least 75% of votes cast by shareholders entitled to vote on the resolution to be cast in favour of the resolution.

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. Please read these documents carefully as they provide important information you need to help you decide on how to vote at the Meeting.

By Order of the Board



Kathryn de Bont
Company Secretary

Dated: 10 October 2025

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 determined by the directors present.

Poll

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

Voting entitlement

Holders of fully paid ordinary shares in the capital of the Company at 7:00pm AEDT on Tuesday, 4 November 2025 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:

- appointing a proxy before the AGM;
- attending the AGM and voting online personally, or by proxy, attorney or corporate representative.

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 under the heading 'Proxy lodgement instructions'.

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 2001 (Cth)* (**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 all resolutions.

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. 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. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose.

If you appoint the Chair of the Meeting as your proxy using the Proxy Form provided with this notice and do not direct how the proxy is to vote on a resolution, or if the Chair of the Meeting becomes your proxy by default, you will be expressly authorising the Chair to exercise your undirected proxy as the Chair decides.

Shareholders who have appointed a proxy may still attend the Meeting and ask questions. If you have appointed a proxy before the Meeting and then vote online during the Meeting, your proxy appointment lodged before the Meeting will be revoked.

Proxy lodgement instructions

To be valid, the Proxy Form (or a certified copy of it) must be received by one of the following methods by 3.00pm AEDT on Tuesday, 4 November 2025 or not less than 48 hours before the commencement of any adjournment or postponement of the AGM:

- a. electronically, by visiting www.investorvote.com.au 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; or
- 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.

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.

Important Notes

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, 4 November 2025, 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.investorvote.com.au (following the instructions provided online), or by emailing: company.secretary@pactgroup.com. Questions in writing must be received by 5.00pm AEDT on Thursday, 30 October 2025. Shareholders will also have a reasonable opportunity to 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. The Chair of the Meeting will seek to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Meeting results

The voting results will be made available on the Company's website at pactgroup.com/investors/investor-communications/#shareholder-meetings.

Resolutions

Item 2 is an ordinary resolution. To be passed, the item needs approval of a simple majority of the votes cast by or on behalf of shareholders entitled to vote on the resolution.

Item 3 is a special resolution. To be passed, the item requires at least 75% of votes cast by shareholders entitled to vote on the resolution to be cast in favour of the resolution.

Technical difficulties

Technical difficulties may arise during the AGM. The Chair of the Meeting has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where they consider it appropriate, the Chair of the Meeting may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 3.00pm AEDT on Tuesday, 4 November 2025, or not less than 48 hours before the commencement of any adjournment or postponement of the AGM, even if they plan to attend the AGM.

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 6 November 2025.

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 2025 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 may attend the AGM. If they do attend, they 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.

Item 2 – Re-election of Director – Mr Raphael Geminder

Mr Geminder, being eligible, has offered himself for re-election as a Director of the Company. Mr Geminder was appointed to the Board on 19 October 2010. Mr Geminder was last re-elected at the AGM in November 2022. The Board considers Mr Geminder to not be an independent Director.

Mr Geminder founded Pact in 2002. Prior to founding Pact, Mr Geminder was the co-founder and Chair of Visy Recycling, growing it into the largest recycling company in Australia. Mr Geminder holds several advisory and board positions and is the Chair of Kin Group Pty Ltd, which is a substantial shareholder of the Company.

Mr Geminder holds a Master of Business Administration in Finance from Syracuse University, New York.

Recommendation

The Board (with Mr Geminder abstaining) unanimously recommends that shareholders vote in favour of Item 2.

The Chair of the Meeting intends to vote all available proxies in favour of Item 2.

Item 3 – Approval of amendments to the Company's Constitution

As the Company has been delisted and is no longer subject to ASX Listing Rules, it is proposed that the Company's Constitution be amended to remove rules that relate or refer to the ASX Listing Rules and to reflect its status as an unlisted public company.

Under section 136(2) of the Corporations Act, amendments to the Constitution may only be made by a special resolution of shareholders.

The material amendments proposed to the Company's Constitution are summarised as follows:

- deleting specific references to the ASX Listing Rules, ASX Settlement Operating Rules, Exchange and Proper ASTC Transfer;
- deleting rules that relate to restricted securities as classified by the Exchange and ASX Listing Rules;
- deleting references to a computerised or electronic share transfer system;
- amending the rule relating to charging a fee for registering a transfer of shares, to make it clear that no fee will be charged;
- deleting the rule relating to holding a plebiscite to approve a proportional takeover bid (as the rule was last renewed at the 2022 AGM and renewal will not be sought at the 2025 AGM);
- deleting the requirement for the Company's directors to be re-elected every three years;
- deleting the rule that provides that the ASX Listing Rules prevail to the extent a provision is inconsistent with the ASX Listing Rules; and
- amending the quorum for general meetings from five (5) shareholders to three (3) shareholders present and entitled to vote on a resolution at the meeting.

As the above list is a summary and is not exhaustive – a copy of the Constitution which includes all proposed amendments will be tabled at the Meeting. The proposed amended Constitution and a copy with the proposed changes shown in mark up are also available on the Company's website pactgroup.com/investors/investor-communications/#shareholder-meetings.

The Board considers that the proposed amendments generally reflect corporate and commercial practice for unlisted public companies.

Recommendation

The Board unanimously recommends that shareholders vote in favour of Item 3.

The Chair of the Meeting intends to vote all available proxies in favour of Item 3.



Pact Group Holdings Ltd
ABN 55 145 989 644

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

PACU

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Pact Group Holdings Ltd Annual General Meeting

The Pact Group Holdings Ltd Annual General Meeting will be held on Thursday, 6 November 2025 at 3:00pm AEDT. You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 99999

Certificate Number: I9999999999

For your proxy appointment to be effective it must be received by 3:00pm AEDT Tuesday, 4 November 2025.



ATTENDING THE MEETING VIRTUALLY

To attend the meeting virtually, ask questions and vote on the day of the meeting, please visit: www.meetnow.global/PGHAGM25

For instructions refer to the online user guide at www.investorvote.com.au

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. Receiving shareholder communications electronically is convenient, avoids postal delays, reduces cost and saves paper. To make this election, please contact Computershare or login to www.investorcentre.com/au.



Pact Group Holdings Ltd
ABN 55 145 989 644

PACU

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Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm AEDT Tuesday, 4 November 2025**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 99999

Certificate Number:
19999999999

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your Certificate Number confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. Receiving shareholder communications electronically is convenient, avoids postal delays, reduces cost and saves paper. To make this election, please contact Computershare or login to www.investorcentre.com/au.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left.



I 9999999999 I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 **Appoint a Proxy to Vote on Your Behalf** **XX**

I/We being a member/s of Pact Group Holdings Ltd hereby appoint

☐ the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Pact Group Holdings Ltd to be held as a virtual meeting on Thursday, 6 November 2025 at 3:00pm AEDT and at any adjournment or postponement of that meeting.

Step 2 **Items of Business** **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Re-election of Director – Mr Raphael Geminder	☐	☐	☐
Item 3	Approval of amendments to the Company's Constitution	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an announcement will be made on the Company's website.

Step 3 **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ONLINE MEETING GUIDE



GETTING STARTED

If you choose to participate online you will be able to view a webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <http://www.meetnow.global/PGHAGM25> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. The Notice of Meeting and other AGM material can be accessed at: <https://pactgroup.com/investors/investor-communications/#shareholder-meetings>.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

Certificate Number and postcode of your registered address.

Overseas Residents

Certificate Number and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <http://www.meetnow.global/PGHAGM25>.

To register as a shareholder

Select 'Shareholder', enter your Certificate Number and select your country. If Australia, also enter your post code.

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder

Invitation

Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

Certificate Number ⓘ
e.g. C000002129

Country
Australia

Post Code
e.g. 0123

☐ I have read and accept the Terms & Conditions

SIGN IN

Shareholder

Invitation

Guest

If you have received an email invitation for this meeting, please enter your invite code below.

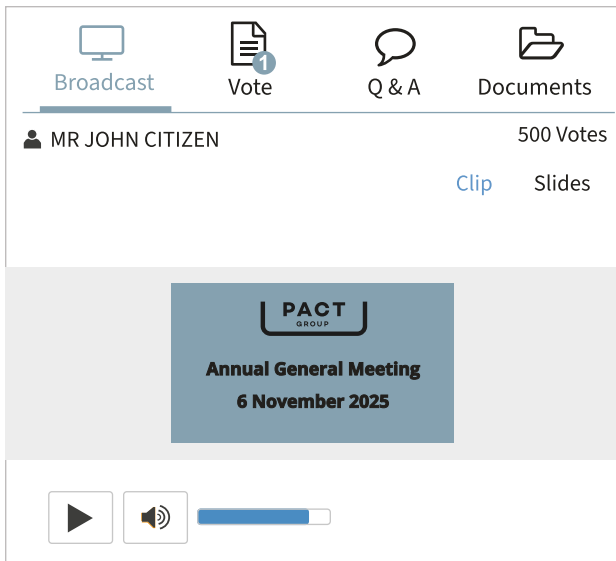
Invite Code
Enter your invite code, e.g. G-ABCDEFGH or ABCD

☐ I have read and accept the Terms & Conditions

SIGN IN

Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

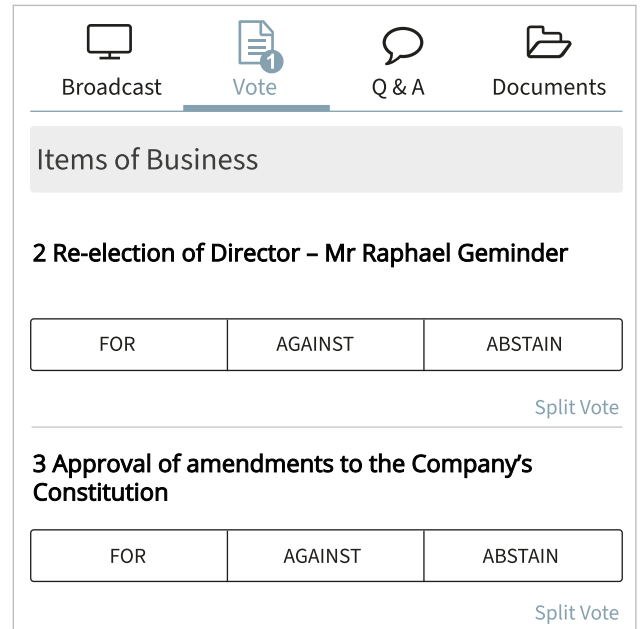


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

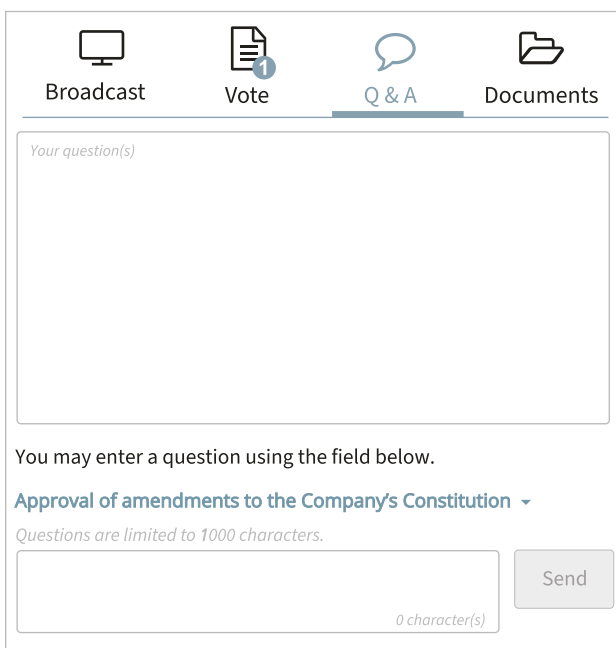
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

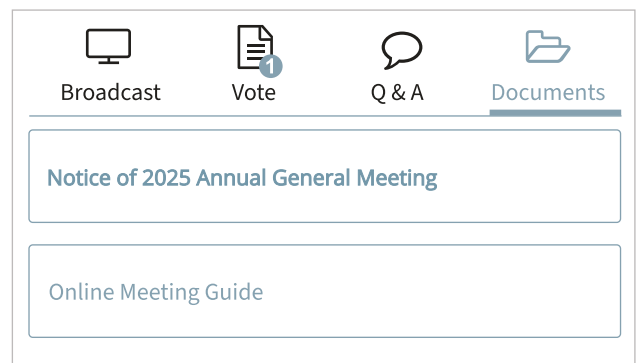
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.