

PERPETUAL
EQUITY
INVESTMENT
COMPANY
LIMITED

**NOTICE OF 2025
ANNUAL GENERAL MEETING**

ACN 601 406 419

Perpetual 

CHAIRMAN'S LETTER



Nancy Fox AM
Non-Executive Chairman

Dear Shareholder,

It is my pleasure to invite you to the Annual General Meeting (**AGM**) of shareholders of Perpetual Equity Investment Company Limited (ABN 68 601 406 419) (**Company**) (**Shareholders**), which will be held at **10:00am (Sydney time) on Thursday, 30 October 2025** at The Establishment, Room 2, Level 3, 252 George Street, Sydney, New South Wales, and online at <https://meetings.openbriefing.com/PIC25>.

If you participate in the AGM online, you will be able to view the live webcast of the AGM, ask questions, make comments, and submit your vote in real time.

Accessing meeting documents

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of this notice of meeting (**Notice**) and the Company's 2025 Annual Report (**Annual Report**) to Shareholders unless a Shareholder has requested a hard copy in accordance with section 110E of the Corporations Act.

The Notice and the Online Meeting Guide for participating in the AGM is available on our website at <http://www.perpetualequity.com.au/shareholders/annual-general-meeting> and a copy of the Annual Report is available on our website at <http://www.perpetualequity.com.au/shareholders/financial-results/>.

Appointing a proxy and submitting questions in advance of the AGM

You may appoint a proxy to attend the AGM and vote on your behalf by following the instructions in the proxy form, which must be received by the Company by **10:00am (Sydney time) on Tuesday, 28 October 2025**. Any proxy appointments received after that time will not be valid for the AGM. Even if you plan to attend in person or participate in the AGM online, we strongly encourage you to submit a directed proxy vote prior to the AGM so that your vote will be counted if, for any reason, you cannot vote on the day of the AGM.

We also invite you to submit questions online to the Company or the Company's auditor (**Auditor**) in advance of the AGM at <https://au.investorcentre.mpms.mufg.com>. Questions submitted this way must be received no later than **10:00am (Sydney time) on Thursday, 23 October 2025**.

During the AGM, Shareholders will also be able to submit questions. Further information on how to submit your questions for those Shareholders planning to attend the AGM online is set out on the following pages.

Items for deliberation at the AGM

The items for deliberation at this year's AGM are:

- the financial and statutory reports for the financial year ended 30 June 2025;
- the re-election of Mr Michael Clarke as an Independent Non-executive Director of the Company;
- the election of Mr Tim Bednall as an Independent Non-executive Director of the Company;
- an advisory vote on the adoption of the remuneration report for the financial year ended 30 June 2025 (**Remuneration Report**);
- proposed amendments to clauses 15.5 and 15.6, and related clauses, of the Company's constitution (**Constitution**); and
- proposed amendments to clause 13.3 of the Constitution.

Further information and updates

Full details of each item of business are set out in this Notice and in the explanatory notes to this Notice (**Explanatory Notes**).

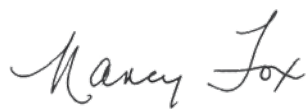
This Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If it becomes necessary for the Company to give further updates about the AGM, information will be lodged with the ASX and on the Company's website.

I look forward to welcoming you to the AGM and providing you with a progress report on the Company. Our Portfolio Managers, Vince Pezzullo and Sean Roger, will also provide you with an update on the performance of the Company's investment portfolio during the AGM.

Other

The Company encourages Shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please do so via the Investor Centre at <https://au.investorcentre.mpms.mufig.com>.



Nancy Fox AM
Non-Executive Chairman

26 September 2025

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of the Company will be held on Thursday, 30 October 2025 at The Establishment, Room 2, Level 3, 252 George Street, Sydney, New South Wales (and online at <https://meetings.openbriefing.com/PIC25>) for the purpose of transacting the following business referred to in this notice.

DATE Thursday, 30 October 2025

TIME 10:00am (Sydney time)

VENUE The Establishment, Room 2, Level 3, 252 George Street, Sydney, New South Wales 2000 (**Venue**), and online at <https://meetings.openbriefing.com/PIC25> (**Online Platform**).

AGENDA **9.30am** Registration opens at the Venue

9.30am Registration opens via the Online Platform

10.00am AGM commences
Chairman's address
Investment Manager presentation
Items of Business

The enclosed Explanatory Notes contain further information about the matters to be considered at the AGM. This information forms part of this Notice.

Participating in the AGM

Shareholders (including any body corporate representatives appointed pursuant to section 250D of the Corporations Act) and proxyholders (including any body corporate representatives appointed pursuant to section 250D of the Corporations Act) can attend the AGM in person at the Venue or participate in the AGM online via the Online Platform.

Online and in person registration for the AGM will open at 9:30am (Sydney time) on Thursday, 30 October 2025. To register online for the AGM, you will need to log in to the Online Platform through a compatible web browser using a computer, tablet or mobile device with internet connection.

Shareholders joining the AGM online will then be prompted to enter their Shareholder number and postcode. Proxyholders will need their proxy number which will be provided by MUFG Corporate Markets following lodgement of the proxy appointment form and no later than 24 hours prior to the AGM.

Further information about participating in the AGM online can also be found in the instructions on the Online Platform and in the Online Meeting Guide, which have been lodged with the ASX and posted on the Company's website at <https://www.perpetualequity.com.au/shareholders/annual-general-meeting>.

Shareholders participating in the AGM online can watch, ask questions (verbally, by telephone, or in writing), make comments and vote in real time during the AGM through the Online Platform.

Any presentation slides from the AGM will also be available on the Company's website at <https://www.perpetualequity.com.au/shareholders/annual-general-meeting>.

Shareholders are encouraged to monitor the Company's website and ASX announcements for updates if it becomes necessary to make appropriate alternative arrangements for the holding or conduct of the AGM.

Shareholder questions in advance of the AGM

The Company is offering a facility for Shareholders to submit written questions in advance of the AGM. Such questions can be submitted online at <https://au.investorcentre.mpms.mufig.com>.

Questions must be received by the Company's share registry by no later than **10:00am (Sydney time) on Thursday, 23 October 2025**. Questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice and the attached Explanatory Notes.

Questions that are relevant to:

- the contents of the auditor's report for the financial year ended 30 June 2025 (**Auditor's Report**); or
- the conduct of the audit of the Company's financial report for the year ended 30 June 2025,

may be addressed to the Auditor.

Copies of the questions asked to the Auditor on or before **10:00am (Sydney time) on 23 October 2025** will be made reasonably available to Shareholders at the Venue and via the Online Platform.

Questions received from the Shareholders on or before **10:00am (Sydney time) on 23 October 2025** will be collated, and during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of KPMG (i.e. the Auditor) the opportunity to answer written questions submitted to the Auditor.

However, there may not be sufficient time available at the AGM to address all topics raised by the Shareholders. Subject to section 250T(4) of the Corporations Act, please note that individual responses to the questions received from the Shareholders will not be sent to Shareholders.

Technical difficulties

Technical difficulties may arise during the AGM. The Chairman may, subject to the Corporations Act and the Constitution, allow the AGM to continue or may adjourn the AGM either for such reasonable period as may be required to fix the technology or to such other time and location as the Chairman deems appropriate. As previously noted, Shareholders are strongly encouraged to lodge a proxy by **10:00am (Sydney time) on Tuesday, 28 October 2025** even if they plan to participate in the AGM at the Venue or via the Online Platform, so that their vote will be counted if for any reason they cannot vote on the day of the AGM.

Annual report

A copy of the Annual Report (including the report of the directors of the Company for the financial year ended 30 June 2025 (**Directors' Report**), the Auditor's Report, and the Company's Corporate Governance Statement) are available on the Company's website at <http://www.perpetualequity.com.au/shareholders/financial-results/> and <https://www.perpetualequity.com.au/about/corporate-governance/>.

Items of business

FINANCIAL AND STATUTORY REPORTS

To receive and consider the financial report of the Company for the year ended 30 June 2025 (Financial Report), together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

RESOLUTION 1

RE-ELECTION OF MICHAEL CLARKE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

That, Mr Michael Clarke, who retires in accordance with clause 15.6 of the Constitution and, being eligible for re-election, be re-elected as an Independent Non-executive Director of the Company for a term of three years.

RESOLUTION 2

ELECTION OF TIM BEDNALL AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

That, Mr Tim Bednall, who was appointed as a director of the Company by the other directors of the Company pursuant to clause 15.10 of the Constitution on 7 May 2025, and who ceases to hold office in accordance with clause 15.10 of the Constitution, and being eligible for election, be elected as an Independent Non-executive Director of the Company for a term of three years.

RESOLUTION 3

NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

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

That the Remuneration Report as set out in the Annual Report be adopted.

Note: In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 3 will be advisory only and does not bind the directors of the Company or the Company.

Voting Exclusion statement for Resolution 3:

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 3 by or on behalf of a member of the Company's key management personnel (as that term is defined in the Corporations Act) (**KMP**) whose remuneration details are included in the Remuneration Report, or their closely related parties (as that term is defined in the Corporations Act) (**Closely Related Parties**) (regardless of the capacity in which the vote is cast).

However, the Company will not disregard any votes cast on Resolution 3:

- by a member of the KMP whose remuneration details are included in the Remuneration Report or their closely related party as proxy (who has been appointed in writing) for a Shareholder entitled to vote on Resolution 3, in accordance with a written direction given to the proxy to vote on Resolution 3 in that way; or

- by the Chairman of the AGM (who is a member of the KMP whose remuneration details are included in the Remuneration Report or their closely related party) as proxy for a Shareholder entitled to vote on Resolution 3, in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of the KMP and where the proxy form does not specify the way the Chairman is to vote on Resolution 3.

Further, a member of the KMP or their Closely Related Party who is appointed as a proxy will not vote on Resolution 3 unless:

- the appointment specifies the way the proxy is to vote on Resolution 3; or
- the proxy is the Chairman of the AGM and the appointment expressly authorises the Chairman to exercise the proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 4

PROPOSED AMENDMENTS TO CLAUSES 15.5 AND 15.6, AND RELATED CLAUSES, OF THE CONSTITUTION

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

That, pursuant to section 136(2) of the Corporations Act, the Constitution be amended as set out in Annexure A to the Explanatory Notes accompanying this Notice.

RESOLUTION 5

PROPOSED AMENDMENTS TO CLAUSE 13.3 OF THE CONSTITUTION

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

That, pursuant to section 136(2) of the Corporations Act, the Constitution be amended as set out in Annexure B to the Explanatory Notes accompanying this Notice.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Voting

The Chairman will put Resolutions 1 to 5 to a poll at the AGM. Voting results on the resolutions that are put to the AGM (including the relevant proxy votes) will be announced to the Australian Securities Exchange (**ASX**) immediately after the AGM.

Proxies

A Shareholder who is entitled to attend and cast a vote at the AGM may appoint a proxy to attend and vote at the AGM on behalf of that Shareholder. A proxy may be an individual or body corporate and is not required to be a shareholder of the Company.

On a poll, each proxy has one vote for each share carrying the right to vote. A Shareholder may appoint a maximum of two proxies and may specify the proportion or number of votes that each proxy may exercise on a poll.

If a Shareholder appoints two proxies and does not specify the proportion or number of votes that each proxy may exercise, each proxy appointed may exercise half of the Shareholder's votes.

A Shareholder who is entitled to vote on a resolution may direct their proxy on how to vote on the resolution by following the instructions on the proxy form.

A proxy may decide whether or not to vote on any proposed resolution, except where required by law or the Constitution to vote in a particular way. If the Shareholder appointing the proxy:

- directs the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution only in the way directed; or
- does not direct the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution as the proxy thinks fit (subject to any voting exclusions that apply to the proxy) or may abstain from voting.

Please note that if the Chairman of the AGM is a Shareholder's proxy and the Shareholder does not direct the Chairman how to vote on Resolution 3 (Adoption of Remuneration Report), then by completing and submitting the proxy form the Shareholder will be expressly authorising the Chairman to exercise their proxy on Resolution 3 even though it is connected with the remuneration of the KMP. The Chairman of the AGM intends to vote all available proxies in favour of all resolutions.

If a Shareholder does direct the Chairman how to vote on a resolution, the Chairman must vote on a poll in accordance with that direction.

If you wish to appoint a proxy, you must complete the proxy form sent to you. Completed proxy forms may be lodged:

- with the share registry by:
 - post to:
Perpetual Equity Investment Company Limited,
C/-MUFG Corporate Markets,
Locked Bag A14, Sydney South,
NSW, 1235; or
 - online through the Company's share registry website at:
<https://au.investorcentre.mpms.mufg.com>.
- to the Company's registered office by post to
Angel Place, Level 14, 123 Pitt Street, Sydney
NSW 2000.

To use the online proxy appointment facility, you will need your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), or you can access the facility using your postcode and the personalised link sent to you by email if you have registered for electronic communications from the Company.

Duly completed proxy forms (and any necessary supporting documents) must be received by the Company as specified above, by no later than **10:00am (Sydney time) on Tuesday, 28 October 2025**. Proxy forms received after this time will not be effective.

Corporate representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy of a Shareholder, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. Evidence of the body corporate's representative's appointment, including the authority under which the appointment is signed, should be provided to the Company in advance of the AGM or brought to the Venue, unless that evidence has previously been given to the Company.

Determination of entitlement to vote at the AGM

The Company has determined that for the purpose of ascertaining entitlements to vote at the AGM, the shares in the Company on issue as at **7:00pm (Sydney time) on Tuesday, 28 October 2025 (Entitlement Time)** will be taken to be held by the persons who hold them as registered holders at that time.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the AGM.

Explanatory Notes are part of this notice

Please refer to the Explanatory Notes attached to this Notice for further details in relation to the items of business set out in this Notice.

By order of the board of directors of the Company (**Board**).



Sylvie Dimarco
Company Secretary

26 September 2025

EXPLANATORY NOTES

These Explanatory Notes are intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice.

Financial and statutory reports

The Financial Report, the Directors' Report and the Auditor's Report will be laid before the AGM, as required by section 317 of the Corporations Act.

The Corporations Act does not require a vote of Shareholders on these reports.

Shareholders should consider these reports and raise any matters of interest with the directors of the Company when this item is being considered.

The Annual Report (which includes the Directors' Report, Auditor's Report and Financial Report) is available on the Company's website at <https://www.perpetualequity.com.au/shareholders/financial-results/>.

During this item of business, Shareholders as a whole at the AGM will be given a reasonable opportunity to ask questions about, and make comments on, those reports and the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative of the Auditor (i.e. KPMG) questions relevant to the conduct of the audit, the preparation and the content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of financial statements and/or the independence of the Auditor in relation to the conduct of the audit.

A representative of the Auditor will also be given a reasonable opportunity to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

RESOLUTION 1:

RE-ELECTION OF MR MICHAEL CLARKE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Michael Clarke
BEng (Hons), MBA



Mr Michael Clarke was first appointed as a director of the Company on 1 September 2023. He is a member of the Company's Nomination and Corporate Governance Committee and its Audit and Risk Committee.

Mr Clarke is an Executive Director and the acting Chief Executive Officer of Pacific Current Group Limited (ASX: PAC) (**PAC**), and a member of PAC's Investment Advisory Committee. He is also a Non-Executive Director of Aurora Investment Management Pty Ltd, a wholly owned subsidiary of PAC, and of Roc Partners Pty Limited, in which PAC holds a minority stake.

Mr Clarke has over 30 years' experience in asset management, both in Australia and internationally. His previous roles include Chief Executive (acting) of Challenger Funds Management, Managing Director of Russell Investments' institutional business in Australia and New Zealand, Director of Strategy and International at AMP Capital Investors, Chief Executive and Chief Investment Officer at Goldman Sachs JBWere Asset Management, Investment Director at Equitilink Australia and Division Director at Macquarie Bank.

Mr Clarke was re-elected as an Independent Non-executive Director of the Company on 19 October 2023. Pursuant to clause 15.6 of the Constitution, Mr Clarke retires by way of rotation from the office of director of the Company and, being eligible, offers himself for re-election as a director of the Company.

Accordingly, Resolution 1 seeks approval for the re-election of Mr Clarke as an Independent Non-executive Director of the Company for a term of three years with effect from the conclusion of the AGM.

The Board considers that Mr Clarke, if re-elected, will continue to be classified as an Independent Non-executive Director of the Company.

If Resolution 1 is passed, Mr Clarke will be re-elected and will continue to act as an Independent Non-executive Director of the Company. If Resolution 1 is not passed, Mr Clarke will not be re-elected and will cease to act as an Independent Non-executive Director of the Company.

Board recommendation:

The Board has reviewed the performance of Mr Clarke and consider that Mr Clarke continues to provide a valuable contribution to the Board, including his extensive industry knowledge and expertise in Australian and global asset management.

The Board (with Mr Clarke abstaining) strongly supports the re-election of Mr Clarke as an Independent Non-executive Director of the Company and unanimously recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2:

ELECTION OF MR TIM BEDNALL AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Tim Bednall

LLB (Hons), GAICD



Mr Tim Bednall was appointed as a director of the Company on 7 May 2025. He is Chairman of the Company's Nomination and Corporate Governance Committee and a member of the Company's Audit and Risk Committee.

Mr Bednall is a lawyer with over 40 years' experience in M&A, capital markets and corporate governance. He is a partner of King & Wood Mallesons, where he heads the firm's governance practice and chairs the firm's Risk Committee.

Mr Bednall is a Non-executive Director of Amplitude Energy Limited (ASX:AEL). He is also a board member of the National Portrait Gallery Foundation and is the Law Council of Australia's representative on the ASX Corporate Governance Council.

Resolution 2 seeks approval for the election of Mr Bednall as an Independent Non-executive Director of the Company for a term of three years with effect from the conclusion of the AGM.

Clause 15.10 of the Constitution provides that the directors of the Company have power at any time to appoint any person to be a director of the Company either to fill a casual vacancy or as an addition to the existing directors. This clause further provides that such director of the Company will hold office until the end of the next annual general meeting of the Company when the director may be re-elected.

ASX Listing Rule 14.4 provides that (amongst other things) a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Pursuant to clause 15.10 of the Constitution, Mr Bednall was appointed by the Board as an Independent Non-executive Director of the Company on 7 May 2025. Appropriate background checks were conducted before his appointment, and those checks have not revealed any information of concern.

Mr Bednall retires from office in accordance with the requirements of clause 15.10 of the Constitution and ASX Listing Rule 14.4 and submits himself for election in accordance with clause 15.10 of the Constitution.

The Board considers that Mr Bednall, if elected, will continue to be classified as an Independent Non-executive Director of the Company.

If Resolution 2 is passed, Mr Bednall will be elected and will continue to act as an Independent Non-executive Director of the Company. If Resolution 2 is not passed, Mr Bednall will not be elected and will cease to act as an Independent Non-executive Director of the Company.

Board recommendation:

Based on Mr Bednall's experience and qualifications, the Board (with Mr Bednall abstaining) strongly supports the election of Mr Bednall as an Independent Non-executive Director of the Company, and unanimously recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3:

NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

The Remuneration Report contains details of the remuneration paid by the Company to its directors, who are the Company's key management personnel. The Company currently has no paid employees.

Non-executive Directors of the Company do not receive performance-related remuneration and are not entitled to participate in equity-based incentive plans. The Executive Director of the Company, Ms Amanda Apted, is not entitled to directors' fees or any other form of remuneration from the Company for her services. Accordingly, the Remuneration Report is simple and brief.

The Remuneration Report is set out in the Annual Report, which is available at <https://www.perpetualequity.com.au/shareholders/financial-results/>.

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report be adopted.

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 3 will be advisory only and does not bind the Company or its directors. Notwithstanding the 'advisory' status of the vote, the Board will take the outcome of the vote into account when considering future relevant remuneration arrangements.

Shareholders will be given a reasonable opportunity at the AGM to ask questions about, and make comments on, the Remuneration Report.

The voting exclusion statement for Resolution 3 is set out earlier in this Notice.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution 3.

Board recommendation:

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4:

PROPOSED AMENDMENTS TO CLAUSES 15.5 AND 15.6, AND RELATED CLAUSES, OF THE CONSTITUTION

It is proposed that a number of clauses in section 15 ("Appointment, removal and remuneration of directors") of the Constitution be amended. The full text of the proposed amendments to section 15 of the Constitution is set out in Annexure A to the Explanatory Notes and is in red text. Further, a full copy of the proposed Constitution marked-up to show changes from the existing Constitution can be obtained prior to the AGM from the Company's website (<http://www.perpetualequity.com.au/shareholders/annual-general-meeting>). A full copy of the proposed Constitution will also be available for inspection at the AGM.

Under section 136(2) of the Corporations Act, Shareholders must pass a special resolution to amend the Constitution. Accordingly, Resolution 4 is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

An explanation of the proposed amendments to section 15 of the Constitution, together with the rationale for the proposed amendments, are set out below.

If Resolution 4 is passed, the existing Constitution will be modified, as set out in Annexure A to the Explanatory Notes, with effect from the close of the AGM.

Clause 15.6

The Constitution contains the provisions below:

- a. Clause 15.5: A director of the Company (excluding the managing 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.
- b. Clause 15.6: At each annual general meeting, one-third of the directors of the Company (excluding the managing director) must retire by rotation. Those who have served the longest since their last election must retire first, with ties resolved by agreement or by drawing lots. Other directors may also choose to retire and stand for re-election voluntarily.

Accordingly, where no director of the Company is required to retire pursuant to clause 15.5 of the Constitution, clause 15.6 of the Constitution requires the longest serving director of the Company to retire (noting that such director remains eligible for re-election under clause 15.7 of the Constitution).

ASX Listing Rule 14.5 provides the following:

"An entity which has directors must hold an election of directors at each general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under Rule 14.4. An entity must have at least one director stand for election or re-election at each annual general meeting. If it is not having a new director stand for election and no director is due to stand for re-election under Rule 14.4, the entity must select at least one of its existing directors to stand for re-election. Typically an entity will do this by calling for a volunteer or by drawing lots."

It is proposed that clause 15.6 of the Constitution be deleted in its entirety and replaced with the wording below, which reflects ASX Listing Rule 14.5:

"The Company must hold an election of directors at each annual general meeting. If no director is required to retire at that meeting, or no director who is retiring at that meeting is standing for re-election, and no other person is standing for election as a director, the Company must select at least one director who would otherwise be continuing in office to retire and stand for re-election by seeking a volunteer or drawing lots."

This amendment is being proposed to ensure the following:

- a. in circumstances where no director of the Company is required to retire pursuant to clause 15.5 of the Constitution, and a person is standing for election as a director of the Company and/or an existing director of the Company is voluntarily standing for re-election, the longest-serving director of the Company will not be required to automatically retire; and
- b. in circumstances where no director of the Company is required to retire under clause 15.5 of the Constitution, and no person is standing for election as a director of the Company and no existing director of the Company is voluntarily standing for re-election, the Company will have to select which director of the Company is to retire and stand for re-election by seeking a volunteer or drawing lots, rather than the longest-serving director being automatically required to retire.

Further, this amendment ensures compliance with ASX Listing Rule 14.5 and promotes greater flexibility in director elections, while maintaining the rights of Shareholders to regularly vote on the composition of the Board.

Clause 15.5

As noted above, clause 15.5 of the Constitution provides that a director of the Company (excluding the managing 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.

It is proposed that clause 15.5 of the Constitution be amended by inserting the bolded words and deleting the struck-through text, as noted below:

*A director (excluding the managing director) must not hold office (without **election or** re-election) past the third annual general meeting **or the expiry of three years** following the director's appointment, ~~or three years~~, whichever is longer.*

The proposed amendments clarify the maximum term a director of the Company (excluding the managing director) may serve without being elected or re-elected by Shareholders. While the current clause refers to a period of three years or the third annual general meeting, the revised wording confirms that the three-year period runs from the relevant director's appointment and applies to both election and re-election. The proposed amendments are intended to enhance clarity and consistency with corporate governance best practices, without altering the substantive effect of the provision.

Other

As a result of the proposed amendments to clauses 15.5 and 15.6 of the Constitution, it is also proposed that related provisions in the Constitution be amended to remove references to the former rotation system (as set out in Annexure A of the Explanatory Notes). These amendments are intended to ensure that the provisions in section 15 of the Constitution remain consistent and clear.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

RESOLUTION 5:

PROPOSED AMENDMENTS TO CLAUSE 13.3 OF THE CONSTITUTION

It is proposed that clause 13.3 of the Constitution be amended. The full text of the proposed amendments to clause 13.3 of the Constitution is set out in Annexure B to the Explanatory Notes and is in red text. Further, a full copy of the proposed Constitution marked-up to show changes from the existing Constitution can be obtained prior to the AGM from the Company's website (<http://www.perpetualequity.com.au/shareholders/annual-general-meeting>). A full copy of the proposed Constitution will also be available for inspection at the AGM.

Under section 136(2) of the Corporations Act, Shareholders must pass a special resolution to amend the Constitution. Accordingly, Resolution 5 is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

An explanation of the proposed amendments to clause 13.3 of the Constitution, together with the rationale for the proposed amendments, are set out below.

If Resolution 5 is passed, the existing Constitution will be modified, as set out in Annexure B to the Explanatory Notes, with effect from the close of the AGM.

Clause 13.3

Clause 13.3 of the Constitution currently provides that the Company may hold a general meeting at two or more venues using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.

It is proposed that clause 13.3 of the Constitution be amended by inserting the bolded words as follows:

"The Company may hold a general meeting at two or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate. In extraordinary circumstances (e.g. a pandemic, disaster or other similar circumstances), a general meeting may be held using virtual meeting technology only."

While section 249R(c) of the Corporations Act permits general meetings of the Company to be held using virtual technology only if the constitution expressly allows it, the current Constitution does not specifically provide for this. Accordingly, the proposed amendment to clause 13.3 of the Constitution is intended to address this gap by explicitly authorising the use of virtual meeting technology alone during extraordinary circumstances. This will provide the Company with greater flexibility to conduct general meetings wholly virtually in situations such as pandemics, natural disasters, or other events that may prevent physical gatherings, where the Board considers this approach to be beneficial and in the interests of Shareholders.

The proposed amendments also ensure the Company's compliance with section 249R of the Corporations Act, maximise the opportunity for Shareholders to participate in general meetings during extraordinary circumstances, protect the health and safety of the Shareholders, and uphold the integrity of the Company's governance processes.

Board recommendation:

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

ANNEXURE A

RESOLUTION 4 – PROPOSED AMENDMENTS TO CLAUSES 15.5 AND 15.6 AND RELATED CLAUSES OF THE CONSTITUTION

15.5 **Retirement ~~by rotation~~**

A director (excluding the managing director) must not hold office (without ~~election or re-election~~) past the third annual general meeting ~~or the expiry of three years~~ following the director's appointment, ~~or three years~~, whichever is longer.

15.6 ~~At each annual general meeting one-third of the directors (except for the managing director) or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. Nothing in this clause shall prevent any other directors from retiring at an annual general meeting and seeking re-election. The Company must hold an election of directors at each annual general meeting. If no director is required to retire at that meeting, or no director who is retiring at that meeting is standing for re-election, and no other person is standing for election as a director, the Company must select at least one director who would otherwise be continuing in office to retire and stand for re-election by seeking a volunteer or drawing lots.~~

15.8 The Company at any general meeting at which any directors retire may fill the vacated offices. A person (other than a director who retires ~~by rotation under clause 15.5, clause 15.6 or clause 15.10~~) is not eligible to be appointed as a director at a general meeting unless notice of nomination of the person to be a director is given to the Company 35 business days before the general meeting, or 30 business days before the general meeting if shareholders have requested the directors to call the meeting. The nomination must state the person is to be nominated and must include written consent of the person to be a director. If directors may be elected at a meeting and the Company is listed, the Company must tell the ASX the date of the meeting at least five business days before the closing date for receipt of nominations for wwdirectors.

15.10 **Casual vacancy**

The directors have power at any time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors. That director will hold office until the end of the next annual general meeting of the Company when the director may be re-elected ~~but will not be taken into account in determining the number of directors who must retire by rotation~~. The directors must not make an appointment so that the total number of directors at any time exceeds the maximum number fixed in accordance with this constitution.

15.11 **Removal by shareholders**

The shareholders may, in accordance with the Corporations Act, by resolution remove any director from office but not so as to have fewer than the minimum number of directors fixed in accordance with this constitution. The shareholders may appoint another director at the same meeting to replace the director removed. The replacement director must retire at the next annual general meeting and will be eligible for re-election ~~but will not be taken into account in deciding the directors who must retire by rotation~~.

ANNEXURE B

RESOLUTION 5 – PROPOSED AMENDMENTS TO CLAUSE 13.3 OF THE CONSTITUTION

13.3 Use of technology at general meetings

The Company may hold a general meeting at two or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate. In extraordinary circumstances (e.g. a pandemic, disaster or other similar circumstances), a general meeting may be held using virtual meeting technology only.

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