



Tasmea Limited

Notice of Extraordinary General Meeting

An Extraordinary General Meeting of Tasmea Limited
will be held at the Adelaide offices of Tasmea Limited

Level 12, 108 Wakefield Street, Adelaide SA 5000

on Tuesday, 17th March 2026

commencing at 2:00 pm (ACDT).



Notice of Extraordinary General Meeting

Tasma Limited (Tasma or the Company) will hold an Extraordinary General Meeting (EGM) at 2:00pm (ACDT) (Adelaide time) on Tuesday, 17 March 2026 for the purposes of transacting the business set out in this Notice.

The voting and participation information and the Explanatory Notes form part of this Notice and should be read together with the Notice and Voting Form.

Agenda

Special Business

Resolution 1 – Approval of Financial Assistance – WorkPac Group Acquisition

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

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by WorkPac Group Pty Ltd and each of its wholly owned subsidiaries listed in Schedule 1 to this Notice (together, the WorkPac Group Companies) in connection with the WorkPac Group acquisition, the Group's financing arrangements, and any transaction (or element of any transaction) as more particularly described in the Explanatory Notes accompanying this Notice (including by entering into or acceding to the relevant finance and security documents).

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 2 – Approval of Financial Assistance – Forefront Services Acquisition

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

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by MGW Engineering Pty Ltd (a subsidiary of Tasma) in connection with the Forefront Services acquisition, the Group's financing arrangements, and any transaction (or element of any transaction) as more particularly described in the Explanatory Notes accompanying this Notice (including by entering into or acceding to the relevant finance and security documents).

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 3 – Approval of Financial Assistance – Future Group Acquisition

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

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by Future Engineering & Communication Pty Ltd as trustee for the Future Engineering & Communication Unit Trust, Future Power WA Pty Ltd, Rollwell Engineering Pty Ltd and Westplant Pty Ltd (subsidiaries of Tasma) in connection with the Future Group acquisition, the Group's financing arrangements, and any transaction (or element of any transaction) as more particularly described in the Explanatory Notes accompanying this Notice (including by entering into or acceding to the relevant finance and security documents).

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 4 – Approval of Financial Assistance – Flanco Group Acquisition

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

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by Flanco Pty Ltd and Flanco Kalgoorlie Pty Ltd (subsidiaries of Tasmea) in connection with the Flanco Group acquisition, the Group's financing arrangements, and any transaction (or element of any transaction) as more particularly described in the Explanatory Notes accompanying this Notice (including by entering into or acceding to the relevant finance and security documents).

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

Resolution 5 – Approval of Financial Assistance – Vertex Group Acquisition

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

That, pursuant to and in accordance with section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be given by Vertex Power & Process Pty Ltd and VTX Group Services Pty Ltd (subsidiaries of Tasmea) in connection with the Vertex Group acquisition, the Group's financing arrangements and any transaction (or element of any transaction) as more particularly described in the Explanatory Notes accompanying this Notice (including by entering into or acceding to the relevant finance and security documents).

Note: The Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

By order of the Board



Stephen Young
Managing Director
16 February 2026

How to Participate in the EGM and Vote

How to participate in the 2026 Extraordinary General Meeting

Tasmea Limited (Tasmea or the Company) will hold an Extraordinary General Meeting (EGM) on Tuesday, 17 March 2026, beginning at 2:00pm (ACDT) (Adelaide time). Details regarding how to attend the EGM are set out below.

Venue and Registration

The meeting will be held at the Tasmea Limited Adelaide Office, Level 12, 108 Wakefield Street, Adelaide SA. In person registrations for the EGM will commence at 1:30 pm (ACDT).

How to vote

Direct voting – prior to the meeting

You may cast a direct vote prior to the meeting either online at <https://au.investorcentre.mpms.mufg.com/> or by completing and submitting a Voting Form.

If you use the Voting Form to cast your direct vote, you must mark Box A in Step 1 on the Voting Form and mark “For” or “Against” on each of Resolutions 1 to 5.

If you cast a direct vote prior to the meeting, you may still participate in the meeting. If you participate in the meeting, the Chair has determined that your direct vote will not be cancelled unless you cast a live vote during the meeting or complete and submit a poll voting card on the day.

Voting in person - during the meeting

Eligible Shareholders may attend the meeting and vote in person.

You may still attend the meeting and vote in person even if you have lodged a direct vote or appointed a proxy prior to the meeting. You will be provided with a poll voting card on the day. If you have previously submitted a Voting Form and you vote during the meeting, your vote at the meeting will cancel your direct vote (unless you instruct Tasmea or MUFG Corporate Markets otherwise) or suspend your proxy appointment while you are present at the meeting.

While you are not required to submit your Voting Form if you attend the meeting in person, please bring your personalised Voting Form with you as it will help you register your attendance at the meeting. If you do not bring your Voting Form with you, you can still attend the meeting but representatives from MUFG Corporate Markets will need to verify your identity.

Appointing a proxy

You can appoint a proxy to participate and vote on your behalf as an alternative to participating in the meeting in person or casting a direct vote in advance of the meeting.

You may appoint a proxy either online at <https://au.investorcentre.mpms.mufg.com/> or by completing and submitting a Voting Form prior to the meeting.

If you use the Voting Form to appoint a proxy, you must mark Box B in Step 1 on the Voting Form. You can direct your proxy how to vote on Resolutions 1 to 5 by marking “For” or “Against” for each Item.

A proxy does not need to be a Shareholder of Tasmea. A proxy may be an individual or company. If you are a Shareholder entitled to cast two or more votes you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Voting Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number on both forms, each proxy may exercise half of the votes. You must return both Voting Forms together. If you require an additional Voting Form, please contact MUFG Corporate Markets on +61 1300 554 474.

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If you complete and submit a Voting Form and no direction is given or you do not mark Box A or Box B, the Chair will be appointed as your proxy.

If you mark both Box A and Box B, you will be taken not to have appointed a proxy and your direct votes will be counted.

If you appoint a proxy, you may still participate in the meeting. However, your proxy's right to speak and vote will be suspended while you are participating.

On a poll, if:

- you have appointed a proxy (other than the Chair) and your appointment specifies the way the proxy is to vote on the resolution; and
- your proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chair will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.

Impact of your proxy appointment on your voting instructions

If you appoint the Chair as your proxy and do not direct the Chair how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

The Chair's voting intentions

The Chair intends to vote available proxies in favour of Resolutions 1 to 5.

If there is a change to how the Chair intends to vote undirected proxies, Tasmaea will make an announcement to the market.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a Shareholder (including by attorney or corporate representative) is conclusive.

Submitting your Voting Form

Your completed Voting Form must be received by no later than 2:00pm (ACDT) (Adelaide time) on Sunday, 15 March 2026. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to MUFG Corporate Markets.

You can lodge your vote:

- online at <https://au.investorcentre.mpms.mufg.com/> by following the instructions. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the Voting Form
- by completing the Voting Form and:
 - posting it to MUFG Corporate Markets using the reply-paid envelope or to Locked Bag A14, Sydney South, NSW 1235
 - faxing it to +61 (2) 9287 0309
- using a mobile device by scanning the QR code on the back of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.

How to ask questions

Before the EGM

We invite Shareholders to submit questions or comments to Tasma or the external auditor in advance of the meeting. If you wish to submit questions or comments before the EGM, they must be received by Tasma no later than 2:00pm (ACDT) (Adelaide time) on Friday 13 March 2026.

Questions may be submitted before the EGM by posting the attached Question Form to:

Tasma Limited
C/- MUFG Corporate Markets
Locked Bag A14
Sydney South NSW 1235

During the EGM

During the EGM, Shareholders and proxy holders will have a reasonable opportunity to ask questions or make comments.

We will endeavour to address as many of the more frequently raised relevant topics as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Other information

Electronic copies

Tasma believes that the best way for Shareholders to receive meeting documentation, annual reports and other information on Tasma matters is electronically.

To review or update your current communication preference simply logon to our share registry's website at <https://au.investorcentre.mpms.mufg.com/> and select the "Communications" tab. You will need your portfolio login details or your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

Update your details

To update information about your shareholding go to the MUFG Investor Centre:

<https://au.investorcentre.mpms.mufg.com/> .

Tasma's registered office and contact details

Tasma Limited
ABN 22 088 588 425
75 Verde Drive
Jandakot WA 6164
Phone: +61 8 8212 2929
Email: admin@tasma.com.au
Website: www.tasma.com.au

Key Information

Eligibility to attend and vote

You are eligible to attend and vote at the meeting if you are registered as a Tasma Shareholder at 7:00pm (Adelaide time) on Friday, 13 March 2026.

Last date to submit Voting Form

Your completed Voting Form must be received by no later than 2:00pm (Adelaide time) on Sunday, 15 March 2026.

Chair's voting intentions

The Chair intends to vote all available proxies in favour of Resolutions 1 to 5.

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the Explanatory Notes for further information on the proposed resolutions and applicable voting exclusions.

Questions from Shareholders

Shareholders may direct questions during the meeting to the Chair about the operations and management of Tasma.

Explanatory Notes

The Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the EGM of the Company.

The Directors recommend Shareholders read the Explanatory Notes carefully as it forms part of and should be read in conjunction with the accompanying Notice of Extraordinary General Meeting.

Resolutions 1,2,3,4,5 – Approval of Financial Assistance

Financial Assistance Resolutions – Common Background

Tasmea acquired the shares (or units of shares) in the Acquirees (as defined below) during financial years 2024, 2025 and 2026.

Tasmea is seeking Shareholder approval under section 260B of the Corporations Act for financial assistance (within the meaning of section 260A of the Corporations Act) to be provided by the Acquirees.

In relation to Resolution 1, it is proposed that pursuant to the terms of the Westpac facility documents, WorkPac Group accedes to the facility documents and provides financial assistance as described further in *Nature of the Financial Assistance* (below).

Resolutions 2 to 5 relate to financial assistance arrangements that were previously considered and approved by Shareholders at the Company's FY25 Annual General Meeting. Due to an administrative error in the subsequent lodgement of the required ASIC forms, the statutory process under Part 2J.3 of the Corporations Act was not completed in accordance with the prescribed sequence. As a result, the Company is required to seek Shareholder approval for those resolutions again to ensure full compliance with the Corporations Act.

For the purpose of Resolutions 1 to 5, **Acquirees** means:

- **WorkPac Group:** WorkPac Group Pty Ltd and each of its wholly owned subsidiaries listed in Schedule 1 to this Notice;
- **Forefront Services:** MGW Engineering Pty Ltd (trading as Forefront Services);
- **Future Group:** Future Engineering & Communication Pty Ltd as trustee of the Future Engineering & Communication Unit Trust, Future Power WA Pty Ltd, Rollwell Engineering Pty Ltd and Westplant Pty Ltd;
- **Flanco Group:** Flanco Pty Ltd and Flanco Kalgoorlie Pty Ltd;
- **Vertex Group:** Vertex Power & Process Pty Ltd and VTX Group Services Pty Ltd; and

With the exception of the acquisition of the WorkPac Group, which occurred after the Group had refinanced its senior debt facilities to Westpac Banking Corporation (Westpac), all other acquisitions of the Acquirees occurred while the Group's financing arrangements were provided by BankSA. Subsequent to those earlier acquisitions, and prior to this EGM, the Group's facilities were refinanced to Westpac. References in these Explanatory Notes to "the Bank" mean Westpac in respect of the WorkPac Group, and Bank SA (and subsequently Westpac following the refinance) in respect of the other Acquirees.

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Under the Group's current financing arrangements, the Acquirees are required to provide financial assistance in the form of guarantees, undertakings and security. The nature of that financial assistance is described further in *Nature of the Financial Assistance* (below).

The following information has been prepared by the Directors and contains information known to the Company that would be material to Shareholders in deciding whether and how to vote on Resolutions 1 to 5 other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the Shareholders. Shareholders should read this information in full and, if in doubt about what to do, consult their financial or other professional adviser.

Restrictions on companies giving financial assistance

Under Section 260A(1) of the Corporations Act, a company may financially assist a person (including a body corporate) to acquire shares (or units of shares) in itself or its holding company if:

- the assistance does not materially prejudice the interests of the company, its Shareholders or its ability to pay creditors; or
- the assistance is approved under section 260B of the Corporations Act; or
- the assistance falls within an exemption in section 260C of the Corporations Act.

In this case, Shareholder approval is required under section 260B.

Under section 260B(1) of the Corporations Act, for a company to financially assist a person (including a body corporate) to acquire shares (or units of shares) in itself or a company of which it is a subsidiary, the financial assistance must be approved by its Shareholders by:

- a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- a resolution agreed to, at a general meeting, by all ordinary Shareholders.

If, immediately after the acquisition, the company will be a subsidiary of another:

- domestic corporation that is listed in Australia (Listed Australian Holding Company); or
- domestic corporation that is not listed in Australia and is not itself a subsidiary of another domestic corporation (Ultimate Australian Holding Company),

then the financial assistance must also be approved by a special resolution passed under section 260B(2) (in the case of a Listed Australian Holding Company) or 260B(3) (in the case of an Ultimate Australian Holding Company) of the Corporations Act at a general meeting of that corporation.

Tasmaea Limited is a listed company and is the ultimate Australian holding company of each Acquiree (either directly or through one or more intermediate holding companies). Accordingly, approval is being sought from Tasmaea Shareholders under section 260B(2) of the Corporations Act in respect of the proposed financial assistance by the Acquirees.

Financial assistance may include granting security over a company's assets or providing a guarantee or indemnity for another person's liabilities.

Nature of the Financial Assistance

Each Acquiree will provide financial assistance in connection with the Group's financing arrangements by:

- guaranteeing all amounts owing under the Group's finance documents;
- becoming subject to the representations, warranties and undertakings given by Tasmea and other group companies under those documents;
- granting to the Bank an "all assets" general security over all of its present and after acquired property;

(together, **the Security**).

Tasmea Limited is the ultimate holding company of each Acquiree, either directly or through one or more intermediate holding companies. Accordingly, Tasmea Shareholders are being asked to approve the giving of financial assistance by each Acquiree for the purposes of section 260B of the Corporations Act (in addition to any approvals required to be obtained by the relevant Acquiree and, where applicable, its immediate holding company).

Separate approvals of each Acquiree will be obtained where required under section 260B(1) of the Corporations Act; those approvals are outside the scope of this Notice.

Financial assistance approvals

The entry by the Acquirees into, and the performance by the Acquirees of their rights and obligations under the Group's financing arrangements and the participation by the Acquirees in the funding arrangements and other transactions, all as described above, may constitute the giving of financial assistance within the meaning of Part 2J.3 of the Corporations Act.

Pursuant to section 260B of the Act, it is proposed that the giving by the Acquirees of the financial assistance be approved by:

- a resolution agreed to by all ordinary Shareholders of the Acquirees pursuant to section 260B(1) of the Corporations Act; and
- Resolutions 1 to 5 pursuant to section 260B(2) of the Corporations Act.

Reasons for giving financial assistance

The financial assistance is necessary to satisfy the security requirements of the Bank in connection with the Group's financing arrangements. Without Shareholder approval, failure to provide the financial assistance may constitute an event of default under the finance documents, entitling the Bank to demand immediate repayment of all monies owing. In that circumstance Tasmea may be required to refinance the acquisitions on less favourable terms, or operate the Tasmea business under reduced or more restrictive financing facilities, or divest the Acquirees if alternative security arrangements cannot be negotiated.

Effect of financial assistance

As Tasmea is already liable for the amounts payable under the Group's current financing arrangements, the giving of the financial assistance described in this Explanatory Note by the Acquirees is unlikely to have any adverse effect on Tasmea, except that the operations of the Acquirees will be restricted by the representations and undertakings given by them under the relevant finance documents.

If Resolutions 1 to 5 are approved and the Acquirees execute the relevant finance documents:

- the Acquirees, together with Tasmea and all of Tasmea's other subsidiaries, will be liable for all amounts owing under the finance documents;
- the Acquirees, Tasmea and all of Tasmea's other subsidiaries will be bound by the representations, warranties and undertakings contained in the finance documents; and
- all of the assets of the Acquirees will be subject to the Security and available to satisfy the repayment of the loans.

The Directors do not currently believe that the Group is likely to default on its obligations under the Group's current financing arrangements.

Advantages of the proposed Resolution

Approval of Resolutions 1 to 5 will:

- Secure Group's financing arrangements – ensure that Tasmea retains access to committed debt facilities on terms negotiated with Westpac, providing certainty of funding for acquisitions, working capital and growth initiatives.
- Avoid refinancing or divestment risk – eliminate the need for Tasmea to refinance at potentially less favourable terms or divest the Acquirees in order to meet financier requirements.
- Enhance Group integration – align the Acquirees with Tasmea and other subsidiaries under the same financing structure, which simplifies treasury management, reduces administrative cost, and supports integration of the businesses.
- Improve financial flexibility – by maximising the Group's debt capacity, Tasmea can continue to pursue strategic acquisitions and capital projects that deliver Shareholder value.
- Align with market practice – the granting of security and guarantees by acquired subsidiaries is standard practice required by major Australian banks, and approval ensures Tasmea remains consistent with governance and compliance expectations.
- WorkPac Group's accession – enable WorkPac Group to accede to the Westpac facility documents.

Approval of the Resolutions will therefore enable Tasmea to continue to own and operate the Acquirees for the benefit of Tasmea and its Shareholders while maintaining stable and efficient access to funding.

Disadvantages of the proposed Resolution

As Tasmea is already liable for the amounts due under the Group's current financing arrangements, the Directors do not believe there are any disadvantages to Tasmea of the proposed Resolutions 1 to 5, except that the operations of the Acquirees will be restricted by the representations and undertakings given by them under the relevant finance documents.

If Resolutions 1 to 5 are passed and the Acquirees provide the Security, the following potential disadvantages may arise:

- Group liability – each Acquiree will become jointly liable with Tasmea and other group companies for amounts owing under the group's finance documents.
- Security over assets – the assets of each Acquiree will be subject to the Security and may be available for enforcement by the Bank if an event of default occurs.

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- Enforcement risk – in the unlikely event of enforcement, the Bank could procure a sale of an Acquirees' assets. Such a sale may not achieve full market value and could have a material adverse impact on that Acquiree.

The Directors of Tasmea and of each Acquiree have carefully considered these matters, including the ability of each Acquiree to pay its creditors, and do not believe that the granting of security will materially prejudice the interests of the Acquirees, Tasmea, or their Shareholders or creditors.

Passing the Resolutions

Resolutions 1 to 5 are proposed as special resolutions and will each be passed if at least 75% of the votes cast by Shareholders at the EGM are in favour.

The Directors unanimously recommend that Shareholders vote in favour of each Resolution. In addition, the directors of each Acquiree have considered the financial assistance to be in the best interests of their respective companies.

Prior notice to Australian Securities & Investments Commission

As required by section 260B(5) of the Corporations Act, a copy of the Notice of Extraordinary General Meeting (including this information) was lodged with the Australian Securities & Investments Commission prior to being provided to Tasmea Shareholders.

Disclosure

This information is provided to Shareholders for the purposes of section 260B of the Corporations Act. It does not take into account the individual investment objectives, financial situation or needs of any shareholder. Shareholders should consider their own circumstances and, if in doubt, consult their professional adviser. Tasmea is not licensed to provide financial product advice in relation to shares in Tasmea.

The Directors consider that this Explanatory Note contains all information known to the Company that would be material to the Shareholders in deciding how to vote on the Resolutions other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the Shareholders of the Company.

Resolution 1 – Approval of Financial Assistance – WorkPac Group Acquisition**Background**

On 1 December 2025, Tasma completed the acquisition of the WorkPac Group.

In connection with the acquisition, the Bank required that each of the WorkPac Group entities listed in Schedule 1 to this Notice (WorkPac Group Companies) provide financial assistance in the form of guarantees, undertakings and the granting of security over their assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow the WorkPac Group Companies to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasma and other subsidiaries under Tasma’s group banking arrangements.

If this Resolution is not passed, Tasma may be required to refinance the acquisition with another financier or divest the WorkPac Group if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Approval of Financial Assistance – Forefront Services Acquisition**Background**

On 1 March 2025, Tasma acquired all of the shares in MGW Engineering Pty Ltd, trading as Forefront Services. In connection with the acquisition financing, the Bank required that Forefront Services provide financial assistance in the form of guarantees, undertakings and the granting of security over its assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow Forefront Services to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasma and other subsidiaries under Tasma’s group banking arrangements.

If this Resolution is not passed, Tasma may be required to refinance the acquisition with another financier or divest Forefront Services if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Approval of Financial Assistance – Future Group Acquisition**Background**

On 1 April 2025, Tasma completed the acquisition of the Future Group, comprising Future Engineering & Communication Pty Ltd as trustee of the Future Engineering & Communication Unit Trust (ACN 050 840 321); Future Power WA Pty Ltd (ACN 122 088 822); Rollwell Engineering Pty Ltd (ACN 084 658 873); Westplant Pty Ltd (ACN 152 668 721) (together, the Future Group).

In connection with the acquisition financing, the Bank required that each of the entities comprising the Future Group provide financial assistance in the form of guarantees, undertakings and the granting of security over their assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow the Future Group entities to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasma and other subsidiaries under Tasma’s group banking arrangements.

If this Resolution is not passed, Tasma may be required to refinance the acquisition with another financier or divest the Future Group if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Approval of Financial Assistance – Flanco Group Acquisition**Background**

On 16 May 2025, Tasma completed the acquisition of Flanco Pty Ltd (ACN 611 742 280) and Flanco Kalgoorlie Pty Ltd (ACN 618 092 747) (together, the **Flanco Group**).

In connection with the acquisition financing, the Bank required that each of the entities comprising the Flanco Group provide financial assistance in the form of guarantees, undertakings and the granting of security over their assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow the Flanco Group entities to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasma and other subsidiaries under Tasma’s group banking arrangements.

If this Resolution is not passed, Tasma may be required to refinance the acquisition with another financier or divest the Flanco Group if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Approval of Financial Assistance – Vertex Group Acquisition

Background

On 24 July 2025, Tasma completed the acquisition of Vertex Power & Process Pty Ltd (ACN 602 296 882) and VTX Group Services Pty Ltd (ACN 625 054 140) (together, the Vertex Group).

In connection with the acquisition financing, the Bank required that each of the entities comprising the Vertex Group provide financial assistance in the form of guarantees, undertakings and the granting of security over their assets, as described in the “Financial Assistance Resolutions – Common Background” section of this Notice.

Effect of this Resolution

Approval of this Resolution will allow the Vertex Group entities to provide the financial assistance described in the common background section, thereby complementing the security already provided by Tasma and other subsidiaries under Tasma’s group banking arrangements.

If this Resolution is not passed, Tasma may be required to refinance the acquisition with another financier or divest the Vertex Group if alternative security arrangements cannot be negotiated.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

GLOSSARY

\$ means Australian dollars;

Acquirees means

- WorkPac Group Pty Ltd and each of the wholly owned subsidiaries listed in Schedule 1 (together, the **WorkPac Group Companies**);
- MGW Engineering Pty Ltd (trading as **Forefront Services**) (ACN 104 180 734);
- Future Engineering & Communication Pty Ltd as trustee of the Future Engineering & Communication Unit Trust (ACN 050 840 321); Future Power WA Pty Ltd (ACN 122 088 822); Rollwell Engineering Pty Ltd (ACN 084 658 873); Westplant Pty Ltd (ACN 152 668 721) (together, the **Future Group**);
- Flanco Pty Ltd (ACN 611 742 280) and Flanco Kalgoorlie Pty Ltd (ACN 618 092 747) (together, the **Flanco Group**); and
- Vertex Power & Process Pty Ltd (ACN 602 296 882) and VTX Group Services Pty Ltd (ACN 625 054 140) (together, the **Vertex Group**).

Extraordinary General Meeting or Meeting means the meeting convened by this Notice;

ASX means ASX Limited (ABN 98 008 624 691) or, as the context permits, the Australian Securities Exchange operated by ASX Limited;

Bank means Westpac Banking Corporation (Westpac) and, where relevant to earlier acquisitions, Bank SA, as described in the Explanatory Notes;

Board means the current board of directors of Tasmaea Limited;

Business Day means any day except a Saturday or a Sunday or other public holiday or bank holiday in South Australia or Western Australia;

Chair means the chair of the Meeting;

Closely Related Party has the meaning given in section 9 of the Corporations Act;

Company or **Tasmaea** means Tasmaea Limited (ACN 088 588 425);

Constitution means Tasmaea Limited's constitution;

Corporations Act means the *Corporations Act 2001* (Cth);

Directors means the directors of Tasmaea Limited;

Directors' Report has the meaning given in section 9 of the Corporations Act;

Explanatory Notes means the explanatory notes accompanying the Notice;

Listing Rules means the official listing rules of the ASX;

Managing Director means the managing director of Tasmaea Limited;

Notice or **Notice of Extraordinary General Meeting** means this Notice of Extraordinary General Meeting including the Explanatory Notes and the Voting Form;

Proxy Form means the Proxy Form accompanying the Notice;

Question Form means the form titled 'Questions from Shareholders' accompanying the Notice;

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires;

Security means the guarantees, undertakings and "all assets" general security agreements to be provided by the Acquirees in connection with Tasma's financing arrangements, as described in the Explanatory Notes to Resolutions 1-5.

Share means a fully paid ordinary share in the capital of the Company;

Shareholder means a registered holder of a share in the Company;

Tasma Group or Group means Tasma Limited and all of its wholly owned subsidiaries. **Group Member** means any one of them; and

Voting Form means the form provided to Shareholders for purposes of direct voting and proxy appointment in respect of the Resolutions.

SCHEDULE 1 – WorkPac Group Companies

The following companies are the "WorkPac Group Companies" for the purposes of Resolution 1 and the Explanatory Notes:

- WorkPac Group Pty Ltd (ACN 633 330 060)
- WorkPac Pty Ltd (ACN 111 076 012)
- WorkPac Construction Pty Ltd (ACN 108 556 412)
- WorkPac Health and Social Care Pty Ltd (ACN 101 479 707)
- WorkPac Mining Pty Ltd (ACN 101 479 681)
- Gold Training Pty Ltd (ACN 123 157 120)
- wes.jobs Pty Ltd (ACN 654 292 181)
- JobTrail Services Pty Ltd (ACN 161 879 410)
- Texlore Pty Ltd (ACN 623 807 974)

