



Notice of 2025 Annual General Meeting and Explanatory Memorandum

This document is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

Letter from the Chairman

Dear Navigator Shareholder

The 2025 financial year was another strong year for the Group, as Navigator Global Investments Limited ("Navigator" or "NGI") continued to advance its strategic growth agenda through the expansion of Partner Firm relationships.

Financial Performance

Navigator delivered a record adjusted EBITDA for the second consecutive year, reaching US\$113.6 million, a 26% increase on the prior year. Net Profit After Tax rose 80% to US\$119.4 million, resulting in Earnings Per Share of US21.70 cents.

This performance was driven by record performance fees of US\$35.7 million from Lighthouse, reflecting strong investment outcomes, and from distributions of US\$80.1 million from NGI Strategic Partner Firms, highlighting the strength of our diversified platform. The Group's operating margin improved slightly to 56%, with cost increases primarily attributable to higher variable compensation linked to performance fee revenue.

These results reinforce the effectiveness of our strategy to invest in high-quality alternative asset managers and diversify our earnings.

Strategic Investment

In March 2025, Navigator welcomed 1315 Capital Partners, LLC as a new Partner Firm. 1315 Capital is a private equity firm managing over US\$1.0 billion in assets, and is focused on growth equity and buyouts in healthcare-related sectors, including medtech, pharma outsourcing and wellness.

This partnership enhances our exposure to private markets and introduces a scalable opportunity in healthcare. We are proud to support the talented team at 1315 Capital as they continue to build impactful business that benefits patients, physicians and the broader healthcare system.

Board Changes

After 16 years of service, including 11 years as Chair, I will retire at the close of this Annual General Meeting ('the AGM') and will not seek re-election. It has been a privilege to oversee NGI's transformation into a high-performing, globally diversified alternative asset management company.

The Board is pleased to welcome the appointment of Roger Davis as an Independent Non-Executive Director, who joined the Board on 26 August 2025. Mr Davis will assume the Chairmanship following my retirement and his election at this AGM. Mr Davis brings extensive experience in financial services, governance and strategic leadership, having held senior roles across listed and private companies. His deep sector knowledge and board expertise will be invaluable as NGI continues to execute its growth strategy.

Additionally, Executive Director Sean will retire from the Board at the AGM, after 17 years of service. Mr McGould will continue in his role as CEO and CIO of Lighthouse and remains a significant shareholder committed to NGI's strategic direction.

Looking Ahead

Navigator's continued momentum is made possible by the dedication of our people, whose focus and drive have delivered another successful year. The Board extends its sincere appreciation to our team and thanks our shareholders, both new and longstanding, for their support throughout this pivotal year. With a strong leadership team, a clear strategy and a robust balance sheet, NGI is well positioned to continue its growth strategy and deliver long-term value to shareholders.

Your vote is important, and I encourage you to vote by attending the AGM scheduled to be held on 14 November 2025 at 10:00am (Sydney time) either in person or online, or by completing the enclosed Voting Form and returning it by the deadline indicated on the form.

I look forward to your participation at the AGM and extend my thanks to all of our shareholders for their ongoing support.

Yours sincerely,



Michael Shepherd,
Chairman



Notice of Meeting

Notice is given that an Annual General Meeting ('AGM') of Navigator Global Investments Limited ACN 101 585 737 will be held at:

Time: 10.00 am (AEDT)

Date: 14 November 2025

Venue: *Hybrid Meeting*

In person at MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street, Sydney, NSW

Online at <https://meetings.openbriefing.com/NGI25>

Ordinary business

1. Financial Report

To receive and consider the annual financial report and the reports of the directors and of the auditors of the Company for the year ended 30 June 2025.

Note: There is no requirement for Shareholders to approve these reports.

2. To adopt the Remuneration Report

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

'That the Remuneration Report of the Company for the financial year ended 30 June 2025 be adopted.'

Voting restrictions apply to Resolution 2 - refer to Important voting information on page 5.

3. Election and Re-Election of Directors

To consider and, if thought fit, pass each of the following as individual ordinary resolutions:

- a) *That Mr Roger Davis, in accordance with rule 8.1(c) of the Company's constitution, be elected as a director of the Company. and*
- b) *That Ms Nicola Grenham, in accordance with rule 8.1(d) of the Company's constitution, be re-elected as a director of the Company'*

Special business

4. Grant of awards to Executive Director and Chief Executive Officer

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

'That approval is given in accordance with Listing Rule 10.14 and for all other purposes, to grant equity awards to Executive Director and Chief Executive Officer, Stephen Darke, under the Company's Employee Incentive Plan on the terms set out in the Explanatory Memorandum which accompanies this Notice of Meeting.'

Voting restrictions apply to Resolution 4 - refer to Important voting information on page 4.

Voting exclusions

Resolution 2

Votes may not be cast, and the Company will disregard any votes cast on Resolution 2:

- § by or on behalf of a member of the Key Management Personnel (**KMP**) named in the Remuneration Report or their closely related parties (such as close family members and any companies the person controls); and
- § as a proxy by a member of the KMP or any of their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on Resolution 2, and:

- § the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- § such a person is the Chairman of the Meeting, and the appointment of the proxy expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected with the remuneration of a member of the KMP.

Resolution 4

Votes may not be cast, and the Company will disregard any votes cast on Resolution 4:

- § by or on behalf of a member of the KMP or their closely related parties (such as close family members and any companies the person controls); and
- § as a proxy by a member of the KMP or any of their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on Resolution 4, and:

- § the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- § such a person is the Chairman of the Meeting, and the appointment of the proxy expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected with the remuneration of a member of the KMP.

Additionally, and in accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- § any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3, who is eligible to participate in the Employee Incentive Plan; or
- § any associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 4 if it is cast by:

- § a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- § the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- § a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Important note

Please note that if you appoint a person who is excluded from voting on any Resolution as your proxy and you do not direct them on how to vote in respect of a Resolution on which they cannot personally vote, then a vote cast by them on that Resolution will not be counted. If you appoint any such excluded person as your proxy, we strongly urge you to direct them on how to vote on the Resolution they are excluded from voting on personally. Alternatively, we suggest that you appoint someone else (such as the person chairing the AGM) as your proxy.

Explanatory Memorandum

Accompanying and forming part of this Notice of Meeting is the Explanatory Memorandum that provides Shareholders with background information and further details on the Resolutions to be considered at the AGM. The information provided is intended to assist Shareholders in understanding the reasons for and effect of the Resolutions. Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum bear the same meaning and are defined in the Explanatory Memorandum's Glossary and Interpretation section.

A Voting Form accompanies this Notice of Meeting.

By order of the Board



Amber Stoney
Company Secretary

13 October 2025

How to participate in the Hybrid AGM

Shareholders are encouraged to attend the AGM either in person or virtually via the virtual AGM platform at

<https://meetings.openbriefing.com/NGI25>. If you are unable to attend the AGM (i.e. in person or virtually), then you can still participate by voting in one of two ways:

- 1 by direct voting; or
- 2 by the appointment of a proxy.

Additional information on how to vote is outlined below.

Voting

Voting rules

- § The required quorum for the AGM is at least two (2) Shareholders registered for the Hybrid Meeting or their proxy, attorney or representative.
- § Ordinary Resolutions will be passed if a majority of the votes that are cast by Shareholders entitled to vote on the Resolution are voted in favour of the Resolution.
- § Special Resolutions will be passed if at least 75% of the votes cast by Shareholders entitled to vote on the Resolution are voted in favour of the Resolution.
- § In accordance with rules 7.6(b)(2) and 7.7(d)(1) of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will, therefore, be conducted by poll rather than a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and to ensure the representation of as many Shareholders as possible at the meeting.
- § Each Shareholder registered for the Hybrid Meeting, or their proxy, attorney or representative, shall have one vote for each Navigator Share held by that Shareholder and in respect of which that Shareholder is entitled to vote.
- § If Navigator Shares are jointly held and more than one of the joint holders votes, only the vote of the holder whose name appears first in the Register of Shareholders will be counted.
- § For more information on voting, see rule 7.8 of the Constitution.

Entitlement to vote

The Board has determined that a Shareholder's voting entitlement at the AGM will be taken to be the entitlement of the person shown in the Register of Shareholders as at 7:00pm (Sydney time) on 12 November 2025. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the AGM.

Voting by corporations

In order to vote at the AGM (other than by proxy), a corporation that is a Shareholder must appoint a person to act as its representative. The appointment must comply with the Corporations Act. A letter of representation must be either lodged with the Share Registry prior to the commencement of the AGM, or the representative must bring to the AGM evidence of his or her appointment, including any authority under which it is signed.

How to vote

Shareholders may participate and vote by any of the following methods:

Attending the AGM in person

Shareholders who plan to attend the Meeting are asked to arrive at the venue by 9.45am so that their holding may be checked against the Company's share register and attendance recorded.

Please bring your personalised Voting Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Voting Form, you will still be able to attend the Meeting, but representatives from MUFG Corporate Markets (AU) Limited will need to verify your identity.

Attending the AGM virtually

To attend the AGM using the virtual AGM platform, enter the following link into a web browser on your computer or online device:

- § <https://meetings.openbriefing.com/NGI25> Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- § Proxyholders will need their proxy code MUFG Corporate Markets will provide via email no later than 24 hours prior to the AGM.

Registration, using the instructions in the Online Meeting Guide, starts 30 minutes prior to the scheduled start time of the AGM. Shareholders will be able to obtain the voting card and vote once logged in. Online voting for those attending the AGM virtually will be opened 30 minutes before the commencement of the AGM and will close 5 minutes after the close of the Meeting.

Further information on how to participate virtually is set out in this Notice of Meeting and the Virtual Meeting Online Guide at www.navigatorglobal.com.au.

Direct voting

Direct voting is a form of voting that allows you to cast your vote, either online or by completing the enclosed Voting Form, without having to attend the AGM and without needing to appoint a proxy to vote on your behalf.

You can direct vote online at <https://au.investorcentre.mpms.mufg.com> by following the instructions provided on the website.

You can also direct vote by completing the enclosed Voting Form and returning it to us via any of the methods outlined below.

Appointing a Proxy

A Shareholder who is entitled to vote at the meeting may appoint:

- § one proxy if the Shareholder is only entitled to one vote; or
- § two proxies if the Shareholder is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded. A proxy need not be a Shareholder of the Company.

For more information on appointing a proxy or attorney, see rule 7.9 of the Constitution.

A Voting Form is enclosed which allows you to appoint a proxy to vote on your behalf at the AGM. If you require an additional Voting Form, please contact the Share Registry on 1300 554 474, which will supply it on request.

The Voting Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, MUFG Corporate Markets, no later than 12 November 2025 at 10.00am (Sydney time) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Appointment of Corporate Representatives may be handed in when registering to attend the AGM.

Voting online



We encourage online voting, which you can do at <https://au.investorcentre.mpms.mufg.com> in accordance with the instructions provided on the website.

You will need your HIN or SRN to vote online.

Returning the Voting Form

Should you prefer to complete and return the enclosed Voting Form, instructions are outlined on the form, and it may be returned by:



posting it in the reply-paid envelope provided or to:

Navigator Global Investments Limited
c/- MUFG Corporate Markets (AU) Limited,
Locked Bag A14, Sydney South NSW 1235;



hand delivering it to:

MUFG Corporate Markets (AU) Limited
Parramatta Square
Level 22, Tower 6, 10 Darcy Street
Parramatta NSW 2150; or



faxing it to MUFG Corporate Markets (AU) Limited on

+61 2 9287 0309.

AGM Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the AGM.

All Shareholders will have a reasonable opportunity to ask questions during the AGM in person or via the virtual AGM platform, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- § all Shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- § if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- § Shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. A Shareholder Question Form has been included with this Notice of Meeting and is also available on the Company's website:

www.navigatorglobal.com.au. Written questions must be received by the Company or MUFG Corporate Markets by 10.00am (Sydney time) on 12 November 2025 and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

Explanatory Memorandum



1 Financial Report

The annual financial report and the reports of the directors and of the auditors of the Company for the year ended 30 June 2025 are presented to shareholders. No resolution is required in relation to this item.

2 Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (Corporations Act) requires the Company to put a resolution to each annual general meeting for adoption of the Remuneration Report. The vote on Resolution 2 will be advisory only and will not bind either the Directors or the Company. However, the Board will take into consideration the outcome of voting on this resolution when assessing the remuneration policy in future.

Shareholders should also note that if 25 per cent or more of the votes cast are against the Remuneration Report, the first element in the Board spill provisions contained in the Corporations Act (i.e. the 'two strikes rule') will be triggered. While this would not impact the 2025 AGM, it would affect next year's annual general meeting.

Board recommendation

The Board (Mr Davis abstaining) recommends that Shareholders vote **IN FAVOUR** of this resolution.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

3 Election and Re-election of Directors

3a) Election of Mr Roger Davis

Under rule 8.1(c) of the Constitution of the Company and Listing Rule 14.4, a Director appointed by the Directors under rule 8.1(b) of the Constitution holds office only until the conclusion of the next AGM following his or her appointment.

Accordingly Mr Roger Davis was appointed under Rule 8.1(b) of the Constitution on 26 August 2025 and, being eligible, offers himself for election. Mr Davis' experience, qualifications and other details are set out below.



Mr Roger Davis

Independent Non-Executive Director

Appointed 26 August 2025

Based in Australia

Mr Roger Davis is an experienced company director with significant expertise across financial services, governance and strategic leadership, having held senior executive and board roles in listed and private companies, including Argo Investments, AIG Australia and Pengana Capital.

He brings over 40 years of experience in banking, investment banking and financial services across Australia, the United States and Japan. His executive career includes leadership roles at Citygroup, ANZ and Rothschild & Co. Roger currently serves as Chairman of NSW Rugby Union and Bank of Queensland.

Roger has a Bachelor of Economics (Hons) from the University of Sydney and a Master of Philosophy in Management Studies from Oxford and is a qualified CPA.

Should shareholders vote in favour of Mr Davis' election at AGM, the Board will appoint Mr Davis as Chair of the Board upon the retirement of Mr Michael Shepherd effective on the conclusion of the AGM.

Board recommendation

The Board (with Mr Davis abstaining) recommends that Shareholders vote **in favour** of this resolution.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

3b) Re-election of Ms Nicola Grenham

Under rule 8.1(d) of the Constitution of the Company and Listing Rule 14.4, a Director (unless they are the Chief Executive Officer) must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment.

Mr Michael Shepherd, Mr Sean McGould and Ms Nicola Grenham are retiring at this AGM. Only Ms Grenham, being eligible, is offering herself for re-election.



Ms Nicola Grenham

Independent Non-Executive Director

Appointed 8 October 2020

Based in Ireland

Member of the Remuneration and
Nominations Committee

Ms Grenham has over 30 years of experience in the financial services industry and is a specialist in alternative investments. She has significant knowledge and experience of strategic business development and investment management in hedge funds and private markets.

Nicola's experience includes her time as the CEO of Alpha Strategic Plc (2008-2012), a UK listed company which provided independent, owner-managed investment managers with access to passive minority equity capital. She currently runs Dumas Capital Ltd, a company she founded in 2004 which provides strategic advisory and research services in the alternative investment sector.

Based in Ireland, Ms Grenham holds positions in relation to a number of Irish and Cayman Island entities including as:

- § Chair of STANLIB Investments ICAV, Titanbay Ireland Ltd, UWC Endowment Fund ICAV, The Capital Holdings Funds Plc and Elida Alpha Machines Master & Feeder Funds ICAV; and
- § Director of Apollo Credit Funds ICAVs, a number of BlackRock fund entities, ICAV, Polaris PPU Funds and Spehera Global Helathcare Funds.

Board recommendation

The Board (with Ms Grenham and Mr Davis abstaining) recommends that Shareholders vote in favour of this resolution.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

4 Grant of awards to the Executive Director and Chief Executive Officer

It is proposed that the Company's Executive Director and CEO, Mr Stephen Darke, be granted Rights for shares as part of his 2025 short term incentive remuneration under the Navigator Global Investments Limited Employee Incentive Plan (the Plan), which received renewed shareholder approval at the 2023 AGM,

The principles of Navigator's executive remuneration strategy, programs and frameworks are designed to:

- § support the business strategy of the Navigator Group by attracting, retaining and rewarding quality executives and employee;
- § encourage appropriate performance and results to uphold client and Shareholder interests;
- § properly reflect each individual's duties and responsibilities; and
- § embed a culture that rewards performance whilst maintaining integrity, reputation and mitigating risk.

The Board is satisfied that the proposed grant of deferred equity (through Rights issued under the Plan) as part of Mr Darke's 2025 short term incentive award will enhance the existing remuneration structure in a way that is aligned with the interests of Shareholders and prospective Shareholders, and in practice is a common component of remuneration for a chief executive officer.

The Rights will vest in three equal tranches (33% on 30 June 2026, 33% on 30 June 2027 and 33% on 30 June 2028), subject to the recipient remaining employed with the Company or its subsidiaries on the relevant vesting date. Shareholder approval was obtained at the 2022 Annual General Meeting for potential termination benefits to Relevant Executives, which includes the CEO, to allow the Board to determine if unvested rights will vest on cessation of employment of the Relevant Executive in certain circumstances.

On vesting of the Rights, the Company will, at the election of the Board in its sole and absolute discretion, either transfer or issue fully paid ordinary shares in the Company (NGI Shares) (subject to any necessary shareholder approvals) or make a cash payment equivalent in value to the NGI Shares that would otherwise have been provided. Any NGI Shares issued will be quoted and freely tradeable on the ASX.

During the vesting period, recipients of the Rights do not have rights to dividends, voting rights or rights to participate in corporate actions, such as bonus issues.

Recipients may also be required to forfeit their Rights in certain circumstances (e.g., in the case of fraud, dishonest or gross misconduct or material misstatement).

ASX Listing Rules

In accordance with ASX Listing Rule 10.14, securities cannot be issued to a Director under an employee incentive scheme without first obtaining Shareholder approval. Approval of this resolution will also result in the Rights granted to Mr Darke being included as an exception to ASX Listing Rule 7.1, in accordance with Exception 14 of ASX Listing Rule 7.2. This means Rights granted to Mr Darke, and any shares issued pursuant to this approval, will not use up part of the 15% limit available under ASX Listing Rule 7.1.

The Plan was previously approved by Shareholders for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) at the 2023 AGM of the Company.

- § This approval allows for a maximum of 6,000,000 Rights to be issued over a 3-year period.
- § To date, a total of 1,000,000 Rights have been granted from this pool approved at the 2023 AGM.
- § Mr Stephen Darke is eligible to participate in the Plan, and 1,000,000 Rights subject to performance conditions have previously been granted to Mr Darke under the Plan following shareholder approval received at the 2024 AGM.
- § Executive Director Sean McGould is also eligible to participate in the Plan, however no offer of Rights is being made to him at this time.
- § Non-Executive Directors are not eligible to participate in the Plan.

In accordance with the Shareholder approval for the Plan provided at the 2023 AGM, approval is sought from the Shareholders to grant **309,234 Rights** to Mr Stephen Darke.

The Board considers that the proposed grant represents reasonable remuneration for Mr Darke in his role as Executive Director and CEO of the Company.

If Shareholders do not approve this Resolution 4, it is intended that the equivalent Plan award will be provided in cash, subject to the same conditions as described in this Notice of Meeting.

Information for Shareholders

Information in relation to Resolution 4 required to be provided to Shareholders is set out on the following pages, including an Overview of the proposed grant, a Summary of the Plan Rules and a table setting out the specific information required under ASX Listing Rule 10.15.

Board Recommendation

The Board (with Mr Darke and Mr Davis abstaining) recommends that Shareholders vote in favour of the proposed grant of Rights to Stephen Darke under the Plan. None of the Directors (other than Mr Darke) has an interest in the outcome of this Resolution 4.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

Overview of proposed grant to Mr Stephen Darke

Grantee	If Shareholder approval is obtained, the Rights will be granted to Mr Darke or his nominee. Mr Darke is a Director of Navigator Global Investments Limited.
Grant type	A Right is a right to acquire one ordinary share in the capital of the Company (subject to adjustment in accordance with the ASX Listing Rules in the event of a reorganisation of the issued ordinary share capital of the Company or as otherwise contemplated by the Plan rules). Rights do not carry any dividend or voting rights.
Date of grant	Shortly after the 2025 AGM, but in any event, no later than 12 months after the date of the meeting.
Previous grants	1,000,000 Rights have previously been issued to Mr Darke under the Plan.
Number to be allocated and value	<p>309,234 Rights.</p> <p>This number of Rights represents A\$499,594 or 30% of Mr Darke's total 2025 STI award of A\$1,648,734, divided by the 20 day VWAP NGI share price of as at 30 June 2025.</p> <p>Given that the Rights vest at a future point, an estimate of the fair value of the Rights to be granted using a Black-Scholes option model is A\$478,156, based on the following assumptions:</p> <ul style="list-style-type: none"> § The time to vesting of each Right § The 20 day VWAP of the NGI share price as at 30 June 2025 of A\$1.60 § A risk-free interest rate of 3.49% § Volatility of 50% § Dividend yield of 2.8% <p>The actual value of Rights at vesting will depend on the price of the Company's ordinary shares.</p> <p>In preparing its financial statements, the Company will obtain an independent valuation of the Rights once issued and will expense this value over the relevant service period in accordance with accounting standards.</p>
Price payable on grant or exercise	No amount is payable with respect to the grant, vesting or exercise of the Rights.
Conditions	The Rights have a service condition such that Mr Darke must remain in employment with the Company at the relevant Vesting Date for the Rights to vest. The section on "Cessation of employment" below
Vesting Dates	<p>Subject to the service condition:</p> <ul style="list-style-type: none"> § 104,174 Rights will vest on 30 June 2026 § 104,173 Rights will vest on 30 June 2027 § 104,173 Rights will vest on 30 June 2028 <p>Any Rights that do not vest prior to the expiry date of the Rights will lapse.</p> <p>The Company will issue or procure the transfer of Company ordinary shares on the exercise of Rights in accordance with the Plan rules and the offer terms of the Rights.</p> <p>Shares allocated on the exercise of Rights will rank equally with shares in the same class.</p>
Lapsing of Rights	<p>Subject to the Board's discretion, a Right lapses:</p> <ul style="list-style-type: none"> (a) 4 years after the date of grant of the Right; (b) the failure to meet the conditions; (c) on a cessation of the employment of Mr Darke with the Company; or (d) on a change of control of the Company.

Cessation of employment	<p>If Mr Darke's employment with the Company ceases, then his unvested Rights will remain subject to the Plan and will be tested in accordance with the conditions.</p> <p>However, the Board may determine on cessation of employment that some or all of his unvested Rights vest or lapse (or that the conditions or performance period are amended or waived). In making that determination, the Board may have regard to any matter the Board considers relevant, including the circumstances in which the cessation of employment occurred, the extent that the conditions are determined or estimated by the Board to have been satisfied when tested at the date of cessation of employment, or the proportion of the period during which the conditions are tested has elapsed at the time of cessation of employment.</p> <p>The Board may also determine that Mr Darke's unvested Rights lapse where the Board considers that Mr Darke has breached any applicable post-employment covenants regarding not being involved with a competitor business or not soliciting business clients, employees or contractors of the NGI Group or it is no longer appropriate for Mr Darke to retain his unvested Rights having regard to other circumstances following his cessation of employment.</p>
Trading restrictions	<p>Rights may not be sold, and hedging arrangements in relation to any unvested Rights may not be entered into.</p> <p>Shares allocated following the exercise of Rights are not subject to any trading restrictions. However, Mr Darke must observe the Company's policies (including the Share Trading Policy) when dealing with shares.</p>
Change of control	<p>If a change of control event occurs prior to the vesting of the Rights, then the Board may, in its absolute discretion, resolve that any unexercised Rights (whether vested or not) will be exercisable.</p>
Inappropriate benefits	<p>The Board may determine that Rights or shares acquired on the exercise of Rights lapse or are forfeited where:</p> <ul style="list-style-type: none"> § the Rights vest as a result of fraud, dishonesty or breach of duties or obligations of Mr Darke or another person where the Rights would not have otherwise vested; § Mr Darke has acted fraudulently or dishonestly, engaged in gross misconduct or breached his duties or obligations to any NGI Group entity (including acting in breach of the terms and conditions of his employment and/or the Company's code of conduct), or has done an act which brings any NGI Group entity into disrepute; § there is a material misstatement or omission in the financial statements of the Company or those financial statements need to be restated; § the Company is entitled to reclaim the remuneration of Mr Darke or to reduce his remuneration outcome under law, regulation, contract or a policy of an NGI Group entity; § a significant unexpected or unintended consequence or outcome has occurred which impacts the NGI Group or an NGI Group entity, including where the original expected outcomes which the Rights were intended to incentivise have not been realised; or § vesting of some or all of Mr Darke's unvested Rights is not justified or supportable, having regard to a range of factors.

Summary of Plan Rules

Plan overview	The Board may, from time to time, in its absolute discretion, offer to grant Rights as part of incentive strategy to an eligible participant under the Plan.
Eligible participants	<p>Any full-time or part-time employee (including any executive director) of NGI and its related bodies corporate (Group) (Employee) is eligible to participate in the Plan and to be offered Rights if they satisfy the criteria or other performance conditions that the Board determines from time to time.</p> <p>Rights may be granted, and shares, upon the exercise of Rights, may be granted or transferred to Employees or such other persons (including without limitation, any person's legal personal representative or trustee in bankruptcy) as the Board in its discretion determines to be eligible to participate in the Plan (Participant).</p>
Plan limit	<p>In accordance with ASIC Class Order 14/1000, when making an offer of Rights under the Plan, the Company must have reasonable grounds to believe that the maximum number of shares that have been or may be issued as a result of offers made in the previous 3 years under the Plan (and any other employee incentive scheme or similar arrangement covered by ASIC's incentive plan relief) will not exceed 5% of the shares of the Company on issue.</p> <p>For the purposes of calculating this 5% limit, ASIC includes:</p> <ul style="list-style-type: none"> § unissued shares over which Rights, rights or other options (which remain outstanding) have been granted pursuant to offers made under the Plan and any other Group employee incentive scheme in the last 3 years, where there are reasonable grounds to believe that the offer will result in an issue of shares; and § the number of shares issued as a result of offers made during the previous 3 years pursuant to an employee incentive scheme, <p>but excluded from the 5% limit are:</p> <ul style="list-style-type: none"> § any offers which are received outside of Australia; § offers made under a disclosure document or product disclosure statement; § offers that do not require disclosure under section 708 of the Corporations Act (eg offers to investors under a 20/12 offer, sophisticated or professional investors and 'senior managers' where a senior manager is a person who is concerned in, or takes part in, the management of the body (regardless of the person's designation and whether or not the person is a director or secretary of the body); and § Rights over shares where the relevant Right has lapsed.
Vesting conditions	<p>The Board will determine whether any service conditions, performance hurdles or other conditions will be required to be met (vesting conditions) before the Rights which have been granted under the Plan can vest.</p> <p>Rights will only vest once all vesting conditions and performance hurdles set out in the offer have all been satisfied or otherwise waived by the Board and will vest automatically on the business day after the Board determines the vesting conditions and performance hurdles set out in the offer have all been satisfied or otherwise waived.</p>
Issue price	Unless otherwise determined by the Board in its discretion, Rights are to be granted for nil consideration to Employees under the Plan.
Exercise price	The exercise price for Rights, or the method of calculation of the exercise price, is as determined by the Board at the time of grant and stated in the letter of offer. The exercise price for a Right will be nil (including where no exercise price is stated in the letter of offer) unless the Board determines otherwise and states the price in the letter of offer.
Exercise period	The terms for exercise, including the exercise period, are stated in the offer letter, and any Rights may not be exercised outside of a trading window prescribed in the NGI Share Trading Policy.

Lapse	<p>Once granted, a Right will lapse on the earliest to occur of:</p> <ul style="list-style-type: none"> § the stated lapsing date; § a date or circumstance specified in the offer for that Right or a provision of the Plan rules as when a Right lapses; § failure to meet an exercise condition or meet any other condition applicable to the Right within the period specified in the offer for that Right; or § the receipt by the Company of a notice in writing from a Participant that the Participant has elected to surrender the Right.
Rights and restrictions of Rights	<p>Rights are not entitled to receive a dividend. Any shares issued or transferred to a Participant upon vesting of Rights are only entitled to dividends if they were issued on or before the relevant dividend entitlement date.</p> <p>A share issued on exercise of a Right will rank equally in all respects with shares already on issue on the date of exercise of the Right, except for entitlements which had a record date before the date of issue of that share.</p> <p>In the event of a reconstruction of the Company (consolidation, subdivision, reduction, cancellation or return), the terms of any outstanding Rights will be amended by the Board to the extent necessary to comply with the ASX Listing Rules at the time of reconstruction.</p> <p>If the Company makes a bonus issue of shares to existing holders of shares (other than an issue in lieu of dividends or by way of a dividend reinvestment) involving capitalisation of reserves of distributable profits and no share has been allocated in respect of a Right before the record date for determining entitlements to the bonus issue, the Right will be adjusted in accordance with the ASX Listing Rules.</p> <p>Subject to a reconstruction or bonus issue, Rights do not carry the right to participate in any new issue of securities including pro-rata issues.</p> <p>Rights will not be quoted on ASX. The Company will apply for quotation of any shares issued under the Plan.</p>
Assignability	<p>An Employee cannot sell, assign, transfer or otherwise dispose of a Right without the prior written consent of the Board. This does not prevent the exercise of the Right by the estate of a deceased Participant.</p>
Administration	<p>The Rights Plan is administered by the Board, which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the ASX Listing Rules, including any waiver granted by ASX) in addition to those set out in the Rights Plan.</p>
Control Event	<p>If a Control Event occurs, the Board may, in its discretion, determine that all or a specified number of a Participant's unvested Rights are deemed to have vested, all or a specified number of a Participant's Rights may be exercised for a period specified by the Board (and if not exercised within that period, will lapse), the restrictions under Rules 18.7 (Assignment of Rights) and 18.8 (Encumbrance of Rights) or any other terms which apply to the Rights cease to apply, or the dealing restrictions (if any) which apply to shares allocated on the exercise of a Right cease to apply.</p> <p>A "Control Event" means:</p> <ul style="list-style-type: none"> § a takeover bid being made for the Company's shares; § a court has sanctioned a compromise or arrangement (other than for the purpose of, or in connection with, a scheme for the reconstruction of the Company); or § any other transaction which the Board determines will result in a change in control of the Company.
Amendments	<p>Subject to the ASX Listing Rules, the Board may amend the Plan at any time but may not do so in a way which reduces the Employees' existing rights without their consent unless the amendment is to comply with the law, to correct an error or similar.</p>
Termination and suspension	<p>The Rights Plan may be terminated or suspended at any time by resolution of the Board but any such suspension or termination will not affect nor prejudice rights of any Employee holding Rights prior to that termination or suspension.</p>

Information required under ASX Listing Rule 10.15

10.15.1	The grant is for Mr Stephen Darke.
10.15.2	Mr Darke is a director for the purposes of ASX Listing Rule 10.14.1.
10.15.3	309,234 Rights are to be issued to Mr Darke under Resolution 4. The key terms of the Rights are outlined in the section headed 'Overview of proposed grant to Mr Stephen Darke'.
10.15.4	The total remuneration received by Mr Darke in FY2025 was: \$ A\$775,000 of base salary, inclusive of superannuation \$ A\$1,648,734 short term incentive bonus, of which A\$1,154,377 was paid in the cash and remainder is to be awarded in accordance the proposed grant of Rights. \$ No long term incentive grant was made or proposed in relation to FY2025. Further details in relation to Mr Darke's remuneration and term of employment are outlined in the Remuneration Report in the 2025 Annual Report.
10.15.5	Mr Darke has previously been issued 1,000,000 Rights under the Plan in accordance with shareholder approval obtained at the 2024 Annual General Meeting. These Rights were issued for nil consideration and are currently unvested.
10.15.6	The material terms of the Rights proposed to be granted to Mr Darke are summarised sections headed 'Overview of proposed grant to Mr Stephen Darke' and 'Summary of Plan Rules' The Board is satisfied that the proposed grant of Rights as part of Mr Darke's 2025 short term incentive award will enhance the existing remuneration structure in a way that is aligned with the interests of Shareholders and prospective Shareholders, and in practice is a common component of remuneration for a chief executive officer. An indicative fair value of A\$478,156 for the Rights has been estimated using a Black-Scholes option valuation model (see page 11 for details of assumptions used).
10.15.7	It is intended that the Rights will be issued as soon as practicable after the date of the 2025 AGM if approved by Shareholders, and in any event, no later than 12 months after the 2025 AGM. ASX Listing Rule 10.15.7 requires that the grant be made no later than 3 years after the date of the meeting.
10.15.8	The Rights will be granted for nil consideration and will be subject to vesting conditions.
10.15.9	No loans are or will be granted to Mr Darke in relation to his participation in the Plan.
10.15.10	A summary of the material terms of the Plan is included on the following pages.
10.15.11	Details of any securities issued under the Plan will be published in each annual report of the Company relating to the period in which those securities have been issued, and a statement that approval for the issue of securities was obtained from Shareholders. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
10.15.12	A voting exclusion statement is included in the Notice of Meeting.