

Direct Voting Rules

1. Purpose

- 1.1 The Board of Endeavour Group Limited (**Company**) has adopted these Direct Voting Rules (**Rules**) in accordance with Article 9.22 of the Company's Constitution.
- 1.2 These Rules govern direct voting at any general meeting, including specifications as to the form, method and timing of giving the direct vote in order for the vote to be valid, and the treatment of direct votes.
- 1.3 These Rules facilitate shareholder engagement as direct voting allows shareholders, entitled to attend and vote on a resolution at a general meeting, to cast their vote directly, ahead of the meeting, without attending the meeting in person, via technology or by appointing a proxy or corporate representative to vote on their behalf.
- 1.4 These Rules should be read in conjunction with the:
 - a. notice of meeting for the relevant meeting and the respective voting form for that meeting; and
 - b. Company's Constitution.

2. When direct voting is permitted

- 2.1 A shareholder who is entitled to vote at a general meeting of the Company may vote by direct vote if the respective notice of meeting provides for it.

3. Form of direct votes

- 3.1 A direct vote is any form of vote that the Directors may prescribe or accept, including by any means of technology made available by the Company for the purposes of lodging a direct vote (**Voting Form**).
- 3.2 The Voting Form must be completed and delivered to the Company or the Company's share registry in accordance with the instructions set out in the Voting Form and/or notice of meeting for the respective general meeting.

4. Receipt of direct votes

- 4.1 The Voting Form, and any duly executed authority under which it is signed (e.g. power of attorney), must be received by the Company or the Company's share registry in accordance with the instructions set out in the Voting Form and/or notice of meeting for the respective general meeting:
 - a. at least 48 hours before the time of the respective general meeting (including adjourned meeting); or
 - b. if permitted by law, any other time prescribed by the Directors.

5. Multiple votes

- 5.1 If the Company receives more than one valid Voting Form from a shareholder with different instructions on a resolution for direct voting, the last instructions received from the shareholder will override the earlier.

6. Treatment of direct votes

- 6.1 If a single Voting Form contains instructions for both direct voting and appointment of a proxy, the shareholder will be taken to have appointed the person named in the form as proxy and if no person is named, the Chairman of the meeting as proxy. Any direct votes will not be counted.
- 6.2 If a single Voting Form is received and neither Box A ('Vote Directly') nor Box B ('Appoint a Proxy') is selected, or Box A ('Vote Directly') is selected, but no voting directions are given by marking a box (e.g., "for", "against", "abstain") for any resolution in the Voting Form, the shareholder will be taken to have appointed the person named in the form as proxy and if no person is named, the Chairman of the meeting as proxy. Any direct votes will not be counted.

7. Joint shareholders

- 7.1 If the holding is in more than one name, any one shareholder may lodge a direct vote.
- 7.2 If more than one joint shareholder votes directly on a resolution, only the direct vote of the joint shareholder whose name appears first in the register of members will be counted.

8. Counting of direct votes

- 8.1 If a vote is taken at a meeting on a resolution which a direct vote was cast, the Chair of the meeting will:
- a. on a vote by show of hands, exclude direct votes submitted; and
 - b. on a poll, count the votes cast by each shareholder who has submitted a direct vote "for" or "against" the resolution, by the number of shares held by each shareholder.

9. Chairman's decision

- 9.1 The decision of the Chairman of the meeting as to whether a direct vote is valid is conclusive.

10. Disclosure of direct votes

- 10.1 Before the vote is taken at the meeting, the Chairman of the meeting may inform the meeting whether any direct votes have been received and how the direct votes have been cast. The procedure, if adopted, will be the same as for the identification of proxy votes, unless the Chairman of the meeting determines otherwise.
- 10.2 The number of direct votes received for and against each resolution will be included in the minutes of the meeting and will be notified to the ASX as part of the Company's lodgement of information required under section 251AA(2) of the *Corporations Act 2001* (Cth).

11. Withdrawal of direct vote

- 11.1 A direct vote received by the Company or the Company's share registry can be withdrawn by the shareholder by notice in writing to the Company or the Company's share registry lodged in accordance with instructions set out in the Voting Form and/or notice of meeting for the respective general meeting.
- 11.2 After lodging a completed Voting Form accepted by the Company, a shareholder's attendance and/or participation in a general meeting does not cancel the direct vote unless the shareholder specifically instructs the Company or the Company's share registry that the direct vote be cancelled.

12. Attendance and/or participation by shareholder who has cast a direct vote

- 12.1 A shareholder who has cast a direct vote by lodging a completed Voting Form accepted by the Company:
 - a. is entitled to attend and/or participate in the respective meeting – assuming they remain a shareholder at the voting entitlement cut-off date and time set out in the notice of meeting;
 - b. and attends the respective meeting in person, is not entitled to vote at the meeting unless the direct vote has been cancelled pursuant to rule 11.2 – all other shareholder rights may be exercised at this meeting (e.g., asking questions); and
 - c. in the event an additional Voting Form is received by the Company appointing a proxy, then the shareholder's direct vote will be regarded as effective in respect of any items of business voted on in the Voting Form and any vote cast by a proxy, attorney or corporate representative will be disregarded unless the shareholder instructs the Company or the Company's share registry otherwise.

13. Amendment

- 13.1 Pursuant to the Company's Constitution, the Board may amend, vary, revoke or replace these Rules from time to time.