



20 October 2025

Dear Shareholder,

I have pleasure in inviting you to attend the 2025 Annual General Meeting of Saferoads Holdings Limited to be held on Thursday 20 November 2025 at 2.00pm (AEDT) at the offices of the Company being:

22 Commercial Drive
PAKENHAM VICTORIA 3810

The Annual General Meeting is an excellent opportunity to hear from the Managing Director and myself about the performance of the Company during the year, and the Company's plans for the future. It is also your opportunity to ask questions to assist in your understanding of the Company and assess your ongoing engagement and support of us.

The enclosed Notice of Meeting details the business to be dealt with on the day. An Appointment of Proxy Form is enclosed for those shareholders who have requested same.

All resolutions requiring a vote will be determined by way of a Poll.

If you are unable to attend, I encourage you to complete and return the proxy form or lodge your proxy using the online facility provided by our Share Registry, Automic Registry Services. (Details as to how to do this are provided in the Proxy Form).

I look forward to seeing you at the meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "David Ashmore".

David Ashmore

Chairman

Saferoads Holdings Limited



(ABN 81 116 668 538)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM** or **the Meeting**) of Shareholders of Saferoads Holdings Limited (**Saferoads** or **the Company**) will be held as follows:

Date: **Thursday 20 November 2025**

Time: **2:00pm (AEDT)**

Venue: **Offices of the Company
22 Commercial Drive
Pakenham Vic 3810**

Ordinary Business

Presentation by Chairman and Managing Director

Financial Statements and Reports

To receive and consider the Company's annual financial report, including the directors' report and audit report for the year ended 30 June 2025.

1. Adoption of the Remuneration Report for Year Ended 30 June 2025

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

"That the Company adopt the remuneration report for the year ended 30 June 2025 in accordance with Section 250R(2) of the Corporations Act."

Notes:

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1 by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity unless the vote is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman will vote all undirected proxies in favour of this resolution.

2. Re-election of Mr David Ashmore as a Director

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

"That David Ashmore, who retires in accordance with the Company's Constitution and, being eligible, be re-elected as a Director of the Company."

3. Confirmation of Appointment of New Auditor

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

“That for the purposes of section 327(B)(1)(b) of the Corporations Act and for all other purposes, Crowe Audit Australia ABN 84 006 466 351 (CAA) having been nominated by a shareholder and having consented in writing to act and not have withdrawn that consent, continue as auditors of the Company.”

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder’s votes.

Proxies must be:

- (a) lodged at the Company’s share registry, Automic Registry Services, at the address below or
- (b) lodged on-line

not later than 2.00pm (AEDT) on Tuesday 18 November 2025.

Address (hand deliveries): Automic Registry Services
Level 5 126 Phillip Street,
Sydney NSW 2000

Address (postal deliveries): C/-Automic Registry Services, GPO Box 5193, Sydney NSW 2001, Australia

Email: meetings@automicgroup.com.au

Facsimile: +61 2 8583 3040

Website: <https://automicgroup.com.au>

Telephone Enquiries : (within Australia) 1300 288 664
(outside Australia) +61 2 9698 5414

The proxy voting form has been enclosed. Please read all instructions carefully before completing the proxy voting form.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEDT) on Tuesday 18 November 2025. This means that any Shareholder registered at that time is entitled to attend and vote at the Meeting. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Appointment of Corporate Representative" should be produced prior to admission. A form may be obtained from the Company share registry online at <https://automicgroup.com.au>

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

By order of the Board



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Chris Lobb

Joint Company Secretary
20 October 2025



(ABN 81 116 668 538)

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Saferoads Holdings Limited (**Saferoads or the Company**) at the 2025 Annual General Meeting to be held, commencing at 2.00pm (AEDT), on Thursday 20 November 2025 at the offices of the Company, 22 Commercial Drive Pakenham Vic 3810.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under Section 317 of the Corporations Act, Saferoads is required to lay its annual financial report, directors' report and remuneration report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of Saferoads auditor, Crowe Audit Australia, will be present for discussion purposes on matters of relevance to the audit.

Resolution 1 – Adoption of Remuneration Report for Year Ended 30 June 2025

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on Saferoads remuneration report. The remuneration report is contained in the directors' report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its remuneration report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing Saferoads remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of Saferoads directors, other than the managing director, must be offered up for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

The Company encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy voting form.

Resolution 2 – Re- election of Mr David Ashmore as a Director

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 2 (Mr Ashmore excluding himself from the recommendation). The Chairman of this part of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 2.

In accordance with the Company's Constitution, at every Annual General Meeting, one third of the Company's directors (excluding the Managing Director) must retire from office and are eligible for re-

election. The Directors to retire are those who have been the longest in office since their last re-appointment. A director who retires at the annual general meeting due to rotation requirements, can seek re-election at that annual general meeting.

Resolution 2 provides for the election of Mr Ashmore as Director of the Company in accordance with the Company's Constitution.

David Ashmore was appointed the Board on 22 November 2012 and appointed Chairman on 19 August 2013. He is Chairman of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

David is a career Chartered Accountant with over 40 years of professional public practice experienced focussed on audit, finance, due diligence, risk and governance advisory. David has worked with many dynamic private and public companies where his extensive experience has assisted them in understanding their underlying financial position, their financial management issues and business growth challenges. These challenges typically included the development of sustainable executive management structures and business value building initiatives. He also has significant experience with the identification and management of financial and business risks and the development of structured business decision-making protocols.

David has considerable experience in a leadership and a chairman role through his work on numerous Audit Committee appointments and as a Senior Partner, Board Member and Practice Leader. He is a Fellow of the Institute of Chartered Accountants in Australia, a Graduate member of the Australian Institute of Company Directors and a Fellow of the Financial Services Institute of Australia.

David has not served as a director of any other listed companies during the preceding three years and has the necessary time availability to fulfil his important role with the Company.

Notwithstanding Mr Ashmore's tenure as a director, the directors consider him to be independent.

The Directors (excluding Mr Ashmore) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Confirmation of Appointment of New Auditor

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 3. The Chairman intends to vote undirected proxies in **FAVOUR** of resolution 3.

Following the resignation of the previous Auditors, Grant Thornton Audit Pty Ltd in January 2025, the directors appointed Crowe Audit Australia (CAA) to the position. The Company is now seeking the ongoing appointment of CAA as auditor of the Company in accordance with Section 327B (1) (b) of the Corporations Act.

In accordance with Section 328B of the Corporations Act, a member of the Company has provided notice in writing nominating CCA as auditor. A copy of this notice is attached to this Notice of Meeting as Annexure A.

CAA has provided the Company its written consent, and has not withdrawn it, to act as the Company's Auditor.

The confirmation of appointment of CAA as auditor will be by vote of shareholders as an ordinary resolution.

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

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders to ask questions to the Company's external Auditor, Crowe Audit Australia relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to CAA if the question is relevant to the content of CAA's audit report or the conduct of its audit of the Company's financial report for the period ended 30 June 2025.

Relevant written questions to CAA must be received by no later than 5:00pm (AEDT) on 13 October 2025. A list of those questions will be made available to Shareholders attending the meeting. CAA will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send written questions for CAA to:

By email sales@saferoads.com.au

Post to – C/ Company Secretary, Saferoads Holdings Limited, PO Box 2030, Pakenham Vic 3810

by no later than 5:00pm (AEDT) on 13 October 2025.

Glossary

In this Explanatory Memorandum and the Notice of Meeting:

Board means the board of directors of the Company.

Company means Saferoads Holdings Limited (ABN 81 116 668 538) and its controlled entities.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Listing Rules means the listing rules of ASX Limited.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Thursday 20 November 2025.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company.

Appendix A

16 October 2025

The Company Secretary
Saferoads Holdings Limited
22 Commercial Drive Pakenham
Victoria 3810

Dear Sir,

Re: Nomination of Auditor

In accordance with the provisions of Section 328B of the Corporations Act 2001, I Christopher Leslie Lobb, being a director of a member of Saferoads Holdings Limited (“**the Company**”), nominate Crowe Audit Australia, for on-going appointment as the auditor of the Company.

Yours faithfully

A handwritten signature in dark ink, appearing to read 'C. Lobb', written in a cursive style.

Christopher L Lobb

Director

Madech Pty Ltd

Your proxy voting instruction must be received by **2:00pm (AEDT) on Tuesday, 18 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

