

8 April 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING AND RELATED DOCUMENTS

Acrow Limited (ASX: ACF) (**Acrow** or the **Company**) is pleased to announce that the following documents, in relation to its Extraordinary General Meeting to be held on Monday, 6 May 2024 at 11.00am (AEST), were dispatched to Shareholders today in accordance with their communication preference:

- Letter to Shareholders;
- Notice of Extraordinary General Meeting; and
- Proxy Form.

This release was approved by the Acrow Board of Directors.

-ENDS-

About Acrow

Acrow Limited (ASX: ACF) is a leading provider of smart integrated construction systems across formwork, industrial services and commercial scaffolding in Australia. Enhancing our portfolio are falsework and shoring, screen solutions, Jacking Systems (also known as Jumpform), and internal engineering capabilities.

With over 80 years of experience, Acrow has grown from a small local business to a national leader in the construction industry. Our journey is marked by continuous innovation, expansion, and a vision to set the national standard in engineered industrial and construction services. We're committed to removing barriers to success for construction and industrial professionals through our smart solutions, can do attitude, and strong partnerships.

Operating in 13 locations with over 60,000 tonnes of equipment, Acrow aims to expand its presence in Australia's civil infrastructure market. Our national network with local expertise ensures efficient project delivery while adhering to best practices. To learn more, please visit: www.acrow.com.au

For further information, please contact:

Steven Boland
Managing Director
Ph: +61 (02) 9780 6500

Andrew Crowther
Chief Financial Officer
Ph: +61 (02) 9780 6500

Monday, 8 April 2024

Dear Shareholder

Extraordinary General Meeting – Letter to Shareholders and Proxy Form

Acrow Limited (ASX: ACF) (Acrow or the Company) advises that its Extraordinary General Meeting (EGM) will be held at 11.00am (AEST) on Monday, 6 May 2024 at Automic Group’s Offices, Level 5, 126 Phillip Street, Sydney NSW 2000.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company’s website at: <https://www.acrow.com.au/asx-announcements/>.

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX:ACF).

Your vote is important

The business of the EGM affects your Shareholding and your vote is important.

To vote in person, attend the Meeting on the date and at the place set out above.

To vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.
Proxy Forms received later than this time will be invalid.

ASX:ACF
Acrow Limited ACN 124 893 465
C/- Level 5, 126 Phillip Street
Sydney NSW 2000



The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours faithfully

A handwritten signature in black ink, appearing to read "Shelby Coleman".

Shelby Coleman
Company Secretary

Acrow Limited

C/- Level 5, 126 Philip St
Sydney NSW 2000

ACN 124 893 465

www.acrow.com.au



Acrow Limited

Notice of 2024 Extraordinary General Meeting

Explanatory Statement | Proxy Form

Monday, 6 May 2024

11.00AM (AEST)

Address

Automic Group
Atlantic Boardroom
Level 5, 126 Phillip Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2024 EGM

This Notice is given based on circumstances as at 3 April 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.acrow.com.au/investors/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am (AEST) on Monday, 6 May 2024 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/agm/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Acrow Limited ACN 124 893 465 will be held at 11.00am (AEST) on Monday, 6 May 2024 at Automic Group Level 5, 126 Phillip Street Sydney NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 11.00am (AEST) on Saturday, 4 May 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

1. **Resolution 1** – Ratification of Prior Issue of Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 18,750,000 issued on 10 November 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

2. **Resolution 2** – Ratification of Prior Issue of Benchmark Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 1,773,994 issued on 1 March 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (c) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (d) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (iv) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (v) 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
- (vi) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

3. **Resolution 3 – Section 260B Shareholder Approval**

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

*"That, in connection with each Acceding Party becoming a guarantor of the Company's and certain of the Company's subsidiaries' obligations to Westpac under the Facility Agreement and providing security in favour of Westpac in respect of the financing made available by Westpac under the Facility Agreement, and for the purposes of sections 260A and 260B of the Corporations Act, Shareholders approve the provision of financial assistance proposed to be given by the Acceding Parties, for the purpose of, or in connection with, the acquisition of all or part of the issued securities in the Acceding Parties or the holding companies of the Acceding Parties, by way of the Company and/or its subsidiaries entering into binding agreements (**Acquisition Agreements**), and all elements of that transaction that may constitute financial assistance by the Acceding Parties for the purposes of the Corporations Act in connection with the acquisitions, as described in the Explanatory Memorandum accompanying the Notice of this Meeting, including the entry into, delivery and performance of all documents and transactions in connection with the accession of the Acceding Parties to the Facility Agreement and the granting of guarantees and security by the Acceding Parties in connection with it. In this Resolution a reference to any document in this Resolution is to the document as amended, restated or replaced."*

BY ORDER OF THE BOARD



Shelby Coleman
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 11.00am (AEST) on Monday, 6 May 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Ratification of Prior Issue of Shares

Resolution 1 – Ratification of Prior Issue of Placement Shares

Background

As announced by the Company on 10 November 2023, the Company issued 18,750,000 shares to professional and sophisticated investors who were identified by the Joint Lead Managers, Morgans Financial Limited and Shaw and Partners Limited utilising the Company's existing capacity under Listing Rule 7.1A (**Placement Shares**).

The funds raised were used to fund the acquisition of MI Scaffold Pty Ltd.

ASX Listing Rules 7.1 and 7.1A

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 18,750,000 shares, which were issued on 10 November 2023 (**Issue Date**) under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A

can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Placement Shares under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Placement Shares under the Placement will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to professional and sophisticated investors who were identified by the Joint Lead Managers, Morgans Financial Limited and Shaw and Partners Limited.
- (b) The Company issued 18,750,000 shares on 10 November 2023.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) Each of the Placement Shares were issued at an issue price of \$0.80 per share, which raised \$15,000,000.
- (e) Funds raised from the issue of the Shares have been used by the Company to acquire the MI Scaffold business.
- (f) The Placement Shares were issued under a standard subscription agreement between the Company and the individual professional and sophisticated investors

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 2 – Ratification of Prior Issue of Benchmark Shares

Background

As announced by the Company on 1 March 2024 the Company issued 1,773,994 shares utilising the Company's existing capacity under Listing Rule 7.1.

On 1 March 2024, the Company announced that it had agreed to acquire 100% of the equity of Benchmark Scaffolding & Edge Protection Pty Ltd (**Benchmark**), a leading provider of access solutions based in Townsville, operating throughout North Queensland with a growing presence in South East Queensland, via its Yatala branch.

The consideration for Benchmark Scaffolding totalled \$9.0 million. This included:

- an upfront cash payment of \$6.4 million;
- the issuance of equity valued at \$2.0 million (based on a 14-day VWAP as at 29 February 2024 times 3% discount); and
- two deferred payments of \$300,000 each, payable in 12 and 24 months.

In addition, there will be a potential for earn-outs to the vendor, totalling approximately \$800k based on the future EBITDA performance of a specific customer within the business. The earn-out will be calculated as 40% of the EBITDA earned over 24 months after the completion date. It is expected that the EBITDA will be in the order of \$700k to \$1million per 12 months, which equates to the earn-out totalling approximately \$280k to \$400k .

Accordingly, on 1 March 2024, the Company issued 1,773,994 Shares to the vendors of Benchmark at a deemed issue price of \$1.1274 per Share (**Benchmark Shares**) by utilising the Company's existing capacity under Listing Rule 7.1.

Shares were issued as part of the consideration payable by the Company to acquire the issued capital of Benchmark, accordingly, no funds were raised as part of the issue of Benchmark Shares.

The Benchmark Shares are subject to a voluntary escrow period of 12 months from the date of issue, during which they cannot be sold or offered for sale (as those terms are used in section 707 of the Corporations Act).

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 1,773,994 Benchmark Shares, which was issued on 1 March 2024 (**Issue Date**).

All of the Benchmark Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Benchmark Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Benchmark Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Benchmark Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Benchmark Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (g) The Benchmark Shares were issued to the vendors of Benchmark.
- (h) The Company issued 1,773,994 fully paid ordinary shares.
- (i) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (j) The Benchmark Shares were issued on 1 March 2024.
- (k) Each of the Benchmark Shares were issued at an issue price of \$1.1274 per share.
- (l) Funds were not raised from the issue of the Benchmark Shares as the Benchmark Shares were issued as part consideration of the acquisition of Benchmark.
- (m) The Benchmark Shares were issued under an agreement between the Company and the vendors of Benchmark. The material terms of the agreement were set out in the Company's ASX Announcement dated 1 March 2024.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 3 – Section 260B Shareholder Approval

It is a requirement under the Facility Agreement that any company acquired by the Company or any of its subsidiaries (in this case, the Acceding Parties identified in the Glossary) will accede to the Facility Agreement as a guarantor of the obligations of the Company and provide all asset security in favour of Westpac. As each Acceding Party will become a guarantor of the Company's obligations to Westpac and provide security, the Acceding Parties are considered to be providing 'financial assistance' (for the purposes of the Corporations Act) in relation to an acquisition of shares in themselves or their holding company (as applicable). To that end, Shareholder approval under the Corporations Act is sought.

The 'financial assistance' that is being provided by the Acceding Parties is outlined below and no transfer of funds has been provided to the Company by the Acceding Parties in relation to the acquisition.

In the following paragraphs, the Company provides all material information that could reasonably be required by a Shareholder to approve the financial assistance for the purposes of section 260B of the Corporations Act.

Background

As previously announced to the ASX (including on 6 November 2023 and 1 March 2024 certain members of the Acrow Group have entered into the Acquisition Agreements to acquire all or part of the Acceding Parties (collectively, **Acrow Acquisitions**). The Acrow Group acquired the following Companies:

1. MI Scaffold Pty Ltd (ACN 158 507 021) on 10 November 2023; and
2. Benchmark Scaffolding & Edge Protection Pty Ltd (ACN 163 412 888) on 29 February 2024.

Restrictions on companies providing financial assistance

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

A company may be regarded as giving financial assistance if it gives something needed in order that a transaction be carried out, or something in the nature of aid or help. The term 'financial assistance' has no technical meaning and requires an examination of the commercial realities of the relevant transaction. Common examples of financial assistance include issuing a debenture, giving security over a company's assets and giving a guarantee or indemnity in respect of another person's liabilities.

The proposed financial assistance the Company is party to the Facility Agreement with the Lender. Under the Facility Agreement, the Company must ensure that certain of its subsidiary companies, which are borrowers of funds from the Lender, are supported by certain of its other subsidiaries which provide guarantees to the Lender in respect of the borrowers and security over all of their assets. Typically, each time that the Company acquires a new subsidiary company, that subsidiary company is required to become a guarantor of the borrowers and provide security over all of its assets in favour of the Lender.

In the case of the Acrow Acquisitions, the Lender made available certain debt funding which the Company utilised to assist it in paying the consideration under the relevant Acquisition Agreements.

It is a requirement under the Facility Agreement that, following the requisite approvals under

section 260B of the Corporations Act, the Acceding Parties accede to the Facility Agreement as a guarantor and provide to the Lender a guarantee and security over all of its assets. Under the Facility Agreement, the Company is required to ensure that all resolutions under section 260B of the Corporations Act required for the provision of the guarantee and security by the Acceding Parties are put to the Shareholders within 6 months of the Acquisition.

It is proposed that, following the approvals under section 260B of the Corporations Act, the Acceding Parties enter into the following documents in connection with the Facility Agreement (**Accession Documents**):

- a) an accession letter under which, among other things, each Acceding Party agrees to become a guarantor under the Facility Agreement and be bound by and comply with all of the terms and provisions of the Facility Agreement applicable to each of them as guarantors; and
- b) a general security agreement under which, among other things, each Acceding Party grants a security interest over all of their assets in favour of the Lender.

The entry into the Accession Documents would constitute financial assistance within the meaning of section 260A of the Corporations Act in so far as it assists Acrow Group to acquire the shares in the Acceding Parties.

In addition, a borrower under the Facility Agreement may arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be determined in the future from time to time. In order to secure and regulate the obligations of that borrower, in relation to such financing facilities, the Acceding Parties and any subsidiary of an Acceding Party may, from time to time:

- a) execute, or accede to, a new facilities agreement as an obligor on terms acceptable to the Acceding Parties at the relevant time;
- b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, general security agreement (however described), specific security agreement (however described) or otherwise) to secure each obligor's obligations under any new facilities agreement or any related document; and
- c) execute, or accede to, any document in connection with or ancillary to, any new facilities agreement, or guarantee, indemnity or security interest given in connection with any new facilities agreement, and any related document.

The refinancing may also amount to financial assistance under section 260A of the Corporations Act.

If the Resolution is not passed, and the guarantee and security from the Acceding Parties is not provided, the Lender is entitled to terminate the facilities under the Facility Agreement and demand immediate repayment of the facilities.

Effect of the financial assistance

The giving of the guarantee and indemnity and security in connection with the Facility Agreement may impact the Acceding Parties' ability to borrow money in the future and it is possible that this could materially prejudice the interests of the Company and its Shareholders.

However, the Company, as the new ultimate parent entity of the Acceding Parties, and the Acquiring Parties have agreed to the provision of the proposed financial assistance noted above because each believes that to be in best interests of the Acceding Parties, and the Acrow Group as a whole, as the Acceding Parties are now part of the Acrow Group. The assessment of material prejudice, including the Acceding Parties' ability to pay its creditors, embraces the whole transaction and so brings into account its immediate consequences in terms of determining whether there is material prejudice. The assessment of material prejudice has quantitative and qualitative elements.

The quantitative element involves an assessment of the impact of the Accession Documents on

the Acceding Parties' balance sheet, future profits and future cash flows. The prejudice to the Acceding Parties' ability to pay its creditors relates to the guarantees and indemnities and security interests to be provided by the Acceding Parties in connection with the Facility Agreement. If the Company or any applicable subsidiary or related entity of it defaults under the Facility Agreement, the Lender may decide to make a demand under the Facility Agreement and related finance documents (including by a call on a guarantee and indemnity or enforcement of security given by the Acceding Parties (or both)). Accordingly, the Acceding Parties will be liable for the default of the Company or any applicable subsidiary or related entity of it under the Facility Agreement. The qualitative aspect requires an assessment of all the interlocking elements of the commercial transaction as a whole to determine where the net balance of financial advantage lies. The Directors consider that the acquisition of the shares by the Company or its subsidiaries is to the benefit of the Acceding Parties and promotes the interests of the Acceding Parties. This is on the basis that the Acceding Parties will each respectively inherit committed shareholders (the Acquiring Parties) who will be focused on the performance of the Acceding Parties and their businesses.

The Directors do not currently believe that the Company or any relevant subsidiaries' drawdown under the Facility Agreement would have any impact on the Acceding Parties' ability to pay creditors, nor are they concerned about any potential default under the Facility Agreement or the Accession Documents.

However, if the Lender becomes entitled to enforce any of its rights under the Facility Agreement because the Company or any applicable subsidiary or related entity of it defaults, the enforcement may materially prejudice the interests of the Acceding Parties and its shareholders. On enforcement, among other rights, the Lender may become entitled to procure the sale of the assets of the Acceding Parties. The sale of assets on enforcement may result in a return to the Acceding Parties (and ultimately the Acquiring Parties as their shareholder) significantly lower than could have been achieved by the Acceding Parties had those assets been otherwise sold. This may materially prejudice the interests of the Acceding Parties and its shareholders.

Accordingly, the Directors have decided to refer the proposal to Shareholders for approval under section 260B of the Corporations Act in light of the guarantee, indemnity and security that is to be provided by the Acceding Parties under the Accession Documents and the Facility Agreement. Shareholder approval of financial assistance Under section 260B(1) of the Corporations Act, shareholder approval for financial assistance by a company must be given by:

- a) a special resolution passed at a general meeting of the company; or
- b) a resolution agreed to, at a general meeting, by all ordinary shareholders of the company.

In addition, if the company will be a subsidiary of a listed domestic corporation (such corporation being the Listed Holding Company) immediately after the transaction, then the financial assistance must also be approved by a special resolution passed at a general meeting of the Listed Holding Company under section 260B(2) of the Corporations Act.

In this case, following completion of the Acquisition Agreements, the Company is the Listed Holding Company of the Acceding Parties and accordingly, Shareholder approval is being sought for the proposed financial assistance.

The Board has approved the statements in this Notice and recommends that the Shareholders approve the giving of the financial assistance and pass the Resolution under section 260B(2) of the Corporations Act.

The Directors consider that this Notice contains all material information known to the Company that could reasonably be required by a Shareholder in deciding how to vote on this Resolution, other than information that would be unreasonable to require the Company to disclose because the Company has previously disclosed that information to Shareholders.

As required by section 260B(5) of the Corporations Act, a copy of this Notice and the Explanatory Statement were lodged with ASIC before they were sent to Shareholders.

Voting Prohibition

No votes may be cast in favour of the resolution of Resolution 3 by any person acquiring the shares in the newly acquired subsidiaries or by any of their associates.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Glossary

Acceding Parties means each of:

- MI Scaffold Pty Ltd (ACN 158 507 021)
- Benchmark Scaffolding and Edge Protection Pty Ltd (ACN 163 412 888)

Accession Documents has the meaning given to that term on page 13 of this Notice.

Acrow Acquisitions has the meaning given to that term on page 12 of this Notice.

Acrow Group means Acrow Limited and each of its subsidiaries.

Acquisition Agreements has the meaning given to that term on page 7 of this Notice.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Acrow Limited ACN 124 893 465.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Lender means Westpac.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 28 March 2024 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Westpac means Westpac Banking Corporation ACN 007 457 141.

Your proxy voting instruction must be received by **11.00am (AEST) on Saturday, 04 May 2024**, 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 KMP.

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://automic.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)

