



NOTICE OF ANNUAL GENERAL MEETING

The following documents were released to shareholders today in relation to the Annual General Meeting of Stealth Global Holdings Ltd ("Stealth" or the "Company") (ASX: SGI) to be held on Friday, 24th November 2023 at 11.00 am (AWST).

1. Notice of Meeting (including Explanatory Memorandum)
2. Proxy Form
3. Letter to Shareholders (who have not elected to receive notices by email).

In accordance with the reversal of the temporary modifications to the Corporations Act in March 2022, the Company will dispatch physical copies of the Notice of Annual General Meeting (Notice) to those shareholders who have elected to receive one. A copy of the Notice is also available at the following link www.stealthgi.com and has also been lodged on the Australian Securities Exchange (ASX) and should be read in its entirety prior to voting.

Shareholders will be able to submit their proxy vote in accordance with the instructions on the Proxy Form.

- ENDS -

For Further Enquiries:

Mike Arnold
Group Managing Director & CEO

Chris Wharton^{AM}
Chairman

John Boland
CFO and Company Secretary

Corporate Office: +61 (0) 8 6465 7800

This announcement was authorised to be given to the ASX by the Board of Directors of Stealth Global Holdings Ltd.

ABOUT STEALTH GLOBAL HOLDINGS

Industrial supplies and solutions for every workplace, all in one place.

Stealth Global Holdings Limited (Stealth) is a wide range distributor of Industrial, Safety, Truck, Automotive and Workplace supplies and other related products and solutions.

Headquartered in Perth, Western Australia, Stealth provides supplies and solutions for every workplace that extends across the whole supply chain to Customers of all types and sizes. Stealth's large distribution network provides multiple channels-to-market through three operating divisions: Distribution (B2B), Retail (B2C), and Wholesale (B2B2C).

Stealth's portfolio consists of five market facing operating brands:

- Heatleys Safety & Industrial
- C&L Tool Centre
- Industrial Supply Group
- United Tools
- Skipper Transport Parts

BOARD OF DIRECTORS

Chris Wharton^{AM}
Chairman

Michael Arnold
Group Managing Director & CEO

John Groppoli
Non-Executive Director

Simon Poidevin
Non-Executive Director

John Boland
Company Secretary

ISSUED CAPITAL

99.7 million Ordinary Shares

PRINCIPAL OFFICE

Level 2/43 Cedric Street
Stirling, Western Australia 6021

CONTACT

Michael Arnold
Group Managing Director & CEO

John Boland
Group Chief Financial Officer

P: +61 86465 7800
E: investors@stealthgi.com
W: www.stealthgi.com

ABN: 25 615 518 020

GROUP OPERATING BRANDS

- > Heatleys Safety & Industrial
- > C&L Tool Centre
- > Skipper Transport Parts
- > Industrial Supply Group
- > United Tools

WEBSITES

- > www.heatleys.com.au
- > www.cltoolcentre.com.au
- > www.skippertp.com.au
- > www.isgaus.com.au
- > www.unitedtools.com.au

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Memorandum | Proxy Form

Details of Meeting

Date of Meeting

Friday, 24 November 2023

Time of Meeting

11:00am (AWST)

Place of Meeting

Stealth Global Holdings, 10/43 Cedric Street, Stirling, Western Australia

Annual Report

The 2023 Annual Report is available from the Company website via the following link:

<https://stealthgi.com/wp-content/uploads/2023/08/2600895.pdf>



STEALTHGLOBAL
HOLDINGS LTD

Stealth Global Holdings Ltd
ACN 615 518 020

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY AND SEEK INDEPENDENT LEGAL AND/OR FINANCIAL ADVICE BEFORE DECIDING HOW TO VOTE ON THE RESOLUTIONS. If you are in doubt how to deal with this document or how to vote on the Resolutions, please consult your financial or other professional adviser. Should you have any questions regarding the matters in this document please do not hesitate to contact the Company Secretary via email at investors@stealthgi.com

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Stealth Global Holdings Ltd (Company or Stealth) is to be held on Friday, 24 November 2023, at Stealth Global Holdings Ltd, Unit 10, 43 Cedric Street, Stirling, WA 6021 at 11:00 am (AWST).

The Explanatory Memorandum that accompanies and forms part of this Notice describes all of the matters to be considered at this Meeting.

BUSINESS

Financial Statements and Other Reports – Year Ended 30 June 2023 (no resolution required)

To receive and consider the Financial Report for the financial year ended 30 June 2023, together with the Declaration of Directors, the Remuneration Report, and the reports of the Directors and of the Auditor for the year ended 30 June 2023.

Resolution 1 – Non-Binding Resolution to Adopt Remuneration Report

To consider and, if thought fit, to pass with or without amendment the following resolution as a non-binding resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given to adopt the Remuneration Report as set out in the Annual Report for the year ended 30 June 2023.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a. a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b. a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b. the voter is the Chair and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on this Resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Director –Mr Simon Poidevin

To consider, and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That Mr Poidevin, being a director of the Company who retires by rotation in accordance with Clause 14.2 of the Company’s Constitution, ASX Listing Rule 14.4, and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company.”

Resolution 3 – Change in Company Name – Stealth Group Holdings Ltd replaces Stealth Global Holdings Ltd

To consider, and if thought fit, to pass with or without amendment the following resolution as a special resolution:

“That the following approvals are given:

- i. *That the name of Company be changed from ‘Stealth Global Holdings Ltd’ to ‘Stealth Group Holdings Ltd’.*
- ii. *That the Constitution of the Company be amended to reflect the change of name.*
- iii. *That the directors and officers of the Company be authorised to take all necessary steps to give effect to this resolution, and be authorised to, including but not limited to:*
 - a. *lodging all necessary forms and documents with the Australian Securities and Investments Commission; and*
 - b. *updating all relevant registers, records, documents, and stationery.”*

EXPLANATORY MEMORANDUM

The Explanatory Memorandum is incorporated in and comprises part of this Notice.

Shareholders are directed to the Definitions set out in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

ACTIONS TO BE TAKEN BY SHAREHOLDERS

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

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

If Shareholders have questions about the Meeting and voting arrangements, please email the Company Secretary at investors@stealthgi.com.

VOTING BY PROXY

The Proxy Form provides further details on appointing proxies and lodging proxy votes. Proxy votes (together with any authority under which the Proxy Form was signed or a certified copy of the authority) must be received before 11:00 am (AWST) on Wednesday, 22 November 2023.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

VOTING ENTITLEMENTS

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register at 4:00 pm (AWST) on Wednesday, 22 November 2023 will be entitled to attend and vote at the Annual General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with an original (or certified copy) certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act.

ATTORNEYS

If an attorney is to attend the Meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 11:00 am (AWST) on Wednesday, 22 November 2023. Previously lodged powers of attorney will be disregarded by the Company.

QUESTIONS

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Meeting by email to the Company Secretary at investors@stealthgi.com.

**DATED THIS 24TH OF OCTOBER 2023
BY ORDER OF THE BOARD**



John Boland
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Stealth Global Holdings Ltd (Company or Stealth).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

FINANCIAL STATEMENTS AND REPORT

Under the Corporations Act, the directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Stealth for the financial year ended 30 June 2023 (2023 Annual Report) at the Meeting. These reports, together with the Declaration of Directors, are set out in the 2023 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2023 Annual Report prior to this Notice of Annual General Meeting.

In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2023 Annual Report is available from the Company's website (<https://stealthgi.com/wp-content/uploads/2023/08/2600895.pdf>).

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the 2023 Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023.

There is no requirement for Shareholders to approve the 2023 Annual Report.

At the Meeting, Shareholders will be given reasonable opportunity to:

- a. discuss the 2023 Annual Report, which is available online;
- b. ask questions about, or comment on, the management of the Company; and
- c. ask the Auditor questions about:
 - i. the conduct of the audit;
 - ii. the preparation and content of the Auditor's Report;
 - iii. accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - iv. the independence of the Auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

- a. the preparation and contents of the Auditor's Report;
- b. the conduct of the audit of the Annual Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

1. Resolution 1 – Adoption of Remuneration Report

1.1 General

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out the prescribed information in relation to the remuneration of directors and executives of Stealth and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

Under section 250R (2) of the Corporations Act, the Remuneration Report is required to be submitted for adoption by a resolution of Shareholders at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

1.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (Spill Resolution) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

1.4 Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Director – Mr Simon Poidevin

2.1 General

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

Clause 14.2 of the Constitution requires that at the annual general meeting, one third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring director is eligible for re-election.

In determining the number of Directors to retire, no account is to be taken of:

- a. a Director who only holds office until the next annual general meeting pursuant to Clause 14.4 of the Constitution; and/or
- b. a Managing Director.

Accordingly, 1 Director must retire.

2.2 Qualifications and other directorships

Mr. Poidevin worked in Global Financial Markets for over 37 years, spending 14 years with Citigroup, culminating in heading the firm's Corporate Equity Broking division in Australia.

Simon was previously Managing Director, Corporate Broking at Bell Potter Securities Limited, a leading Australian full-service broking and financial advisory firm from 2013 to 2020.

Currently, Simon is an Advisory Board Member of leading Safe Harbour insolvency and restructuring firm Wexted Advisors and a Director of WAM Active Limited (ASX: WAA).

Mr. Poidevin represented Australia in Rugby Union from 1980 to 1991, captaining the Wallabies in 1986 and 1987. He was a member of the 1991 Rugby World Cup winning Wallabies, the first Australian Rugby team to win a Rugby World Cup.

He was awarded The Australian Sports Medal in 2000 and The Centenary Medal in 2003. He was inducted into the Sport Australia Hall of Fame in 1991 and into the Australian Rugby Hall of Fame in 2014.

He is Chairman of The Sports Advisory Council at UNSW and co-founded the establishment of the "Lexcen Scholarships" at the University in 1988. The "Ben Lexcen Sports Scholarships Program" has supported over 220 UNSW Elite Athletes since its creation, enabling 33 Olympians who have collectively won 15 Olympic Medals.

Simon was awarded a Bachelor of Science (Hons) at UNSW in 1982. He is a member of both the UNSW Sporting Hall of Fame and the UNSW Faculty of Science Hall of Fame. He received the prestigious UNSW Alumni Award in 1990.

Mr. Poidevin has been a Board Member of The University of NSW Foundation since 1999.

2.3 Independence

The Board has considered Mr Poidevin's independence and considers that he is an independent director.

2.4 Board recommendation

The Board has reviewed Mr Poidevin's performance since his appointment to the Board and considers that Mr Poidevin's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Poidevin) supports the re-election of Mr Poidevin and recommends Shareholders vote in favour of the Resolution.

2.5 Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

3. Resolution 3 – Change in Company Name – Stealth Group Holdings Ltd replaces Stealth Global Holdings Ltd

3.1 Reason for change of name

The Board has resolved that it is in the best interests of the Company and its shareholders that the name of the Company be changed from Stealth Global Holdings Ltd to Stealth Group Holdings Ltd. The reasons for this are:

- a. The current name no longer accurately reflects the nature or scope of the business activities carried on by the Company, noting that historically it was appropriate when the Company had operations outside of Australia; and
- b. The proposed new name is more appropriate and better reflects the nature and scope of those activities.

3.2 Effect of change of name

The change of name will not affect any rights or obligations of shareholders or creditors of the Company. All contracts, agreements, deeds, instruments, securities, and other documents entered into or executed by or on behalf of the Company prior to the change of name will continue in full force and effect after that change.

Shareholders should note that following registration of the change of name with ASIC:

- a. all future correspondence from ASIC will be addressed to Stealth Group Holdings Ltd.
- b. all future correspondence from ASX will also be addressed to Stealth Group Holdings Ltd, noting that the Company's ASX company code (ASX: SGI) will be unchanged.

3.3 Board recommendation

The Board recommends Shareholders vote in favour of the Resolution.

3.4 Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 3.

DEFINITIONS

\$ means an Australian dollar.

Annual General Meeting means the annual general meeting the subject of this Notice.

Annual Report has the same meaning as Financial Report.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

Auditor means the Company's auditor from time to time, at the date of the Notice, being BDO Audit (WA) Pty Ltd.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time, being the time in Perth.

Board means the board of directors of the Company.

Chair (or Chairperson) means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party of a member of the Key Management Personnel means:

- a. a spouse or child of the member;
- b. a child of the member's spouse;
- c. a dependent of the member or the member's spouse;
- d. 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 dealing with the entity;
- e. a company the member controls; or
- f. a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Stealth** means Stealth Global Holdings Ltd (ACN 615 518 020).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company and **Directors** means the directors of the Company.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Annual General Meeting.

Financial Report means the annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

Group means the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the official listing rules of the ASX.

Meeting means the meeting of Shareholders convened by the Notice of Annual General Meeting.

Notice or **Notice of Meeting** means the notice of annual general meeting accompanying this Explanatory Memorandum.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report as contained in the Directors' report section of the Company's annual financial report..

Resolution means a resolution in the Notice.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.



STEALTHGLOBAL

HOLDINGS LTD

ABN 25 615 518 020

SGI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Wednesday, 22 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



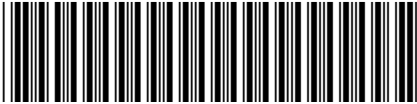
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Stealth Global Holdings Ltd hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Stealth Global Holdings Ltd to be held at Stealth Global Holdings Ltd, Unit 10, 43 Cedric St, Stirling, WA 6021 on Friday, 24 November 2023 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Non-Binding Resolution to Adopt Remuneration Report	☐	☐	☐
Item 2	Re-election of Director – Mr Simon Poidevin	☐	☐	☐
Item 3	Change in Company Name - Stealth Group Holdings Ltd replaces Stealth Global Holdings Ltd	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

24th October 2023

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

Stealth Global Holdings Ltd (ASX: SGI) (the Company or Stealth) is convening its Annual General Meeting on Friday, 24th November 2023 at 11:00 am (AWST).

In accordance with the reversal of the temporary modifications to the Corporations Act in March 2022, the Company will dispatch physical copies of the Notice of Annual General Meeting (Notice) to those shareholders who have elected to receive one. A copy of the Notice can be viewed and downloaded from the Company's website at www.stealthgi.com and has also been lodged on the Australian Securities Exchange (ASX) and should be read in its entirety prior to voting.

As you have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Shareholders are encouraged to submit their proxy vote online or by form in accordance with the instructions on the Proxy Form.

The Company strongly encourages Shareholders to lodge a directed proxy form prior to the meeting. Your proxy vote must be received by 11:00 am (AWST) on Wednesday, 22nd November 2023. Any proxy vote received after that time will not be valid for the meeting.

The Notice of Annual General Meeting sets out, amongst other things, the purpose of the Meeting and should be read in its entirety. If you are in doubt as to any of the matters set out in the Notice of Annual General Meeting or how you should vote, you should seek advice from your professional advisers prior to voting. If you have questions about the Meeting and voting arrangements, please email the Company Secretary at investors@stealthgi.com.

Yours sincerely,



Mike Arnold
Group Managing Director & CEO
Stealth Global Holdings