ASX RELEASE

23 October 2024

2024 AGM ADDENDUM – CHANGE OF AUDITOR

Following the change of auditor in May 2024, the Directors of Stealth Group Holdings Ltd ("Stealth" or the "Company") (ASX: SGI) have resolved to issue an Addendum to the Notice of Meeting released to ASX on 15 October 2024.

- The location, time, and date of the Annual General Meeting remains unchanged: 11.00am AWST on 15 November 2024 at Level 2, 43 Cedric Street, Stirling, Western Australia 6021 or online.
- The Addendum amends the Notice of Meeting by adding Resolution 6 – Appointment of Auditor (Additional Resolution) and includes an Explanatory Memorandum in relation to this resolution.
- The Addendum is supplemental to, and should be read in conjunction with, the Notice of Meeting that was released to the ASX on 15 October 2024.
- All resolutions and the Explanatory Memorandum in the original Notice of Meeting remain unchanged.
- The Addendum can be viewed and downloaded from the Company's website at: https://stealthgi.com/investors/annual-general-meetings/
- A Replacement Proxy Form is attached to this letter, which replaces the Proxy Form that was attached to the Notice of Meeting. If you have already submitted a proxy vote, please follow the below instructions:
    - If you wish to vote on the Additional Resolution, you can submit your proxy either using the Replacement Proxy Form or online.
    - If you do not wish to vote on the Additional Resolution or change your original vote on Resolutions 1 to 5, you do not need to take any action.

In accordance with the *Treasury laws Amendment (2021 Measure No. 1) Act 2021 (Cth),* the Company will not be sending hard copies of the Addendum unless a shareholder has requested a hard copy. If you are unable to access the Notice of Meeting or the Addendum online, please contact the Company or Computershare to arrange access to a copy of the documents.

- ENDS –

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

FOR FURTHER ENQUIRIES:

John Boland
CFO and Company Secretary
+61 (0) 8 6465 7800

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
115.7 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 8 6465 7800
E: investors@stealthgi.com
W: www.stealthgi.com

ABN: 25 615 518 020

GROUP OPERATING BRANDS
- Heatleys Safety & Industrial
- Force Technology International
- C&L Tool Centre
- Industrial Supply Group
- United Tools

WEBSITES
- heatleys.com.au
- forcetechnology.com.au
- cltoolcentre.com.au
- isgaus.com.au
- unitedtools.com.au
- toolspareparts.com.au

ASX: SGI

Addendum to Notice of Annual General Meeting

Explanatory Memorandum | Proxy Form

STEALTH GROUP
HOLDINGS LTD

ACN 615 518 020

Details of Meeting

Date of Meeting	Time of Meeting	Place of Meeting
Friday, 15 November 2024	11:00 am (AWST)	Stealth Group Holdings Ltd, Level 2, 43 Cedric Street, Stirling, Western Australia 6021

Annual Report

The 2024 Annual Report is available from the Company website via the following link:
https://stealthgi.com/wp-content/uploads/2024/08/4891-Stealth-Annual-Report-2024_F.pdf

This notice of addendum document is important and requires your immediate attention. You are advised to read this document in its entirety, in conjunction with the notice of annual general meeting released to the ASX on 15 November 2024 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.

Addendum to Notice of Annual General Meeting

Stealth Group Holdings Ltd (ACN 615 518 020) (**Company** or **Stealth**) hereby gives notice to Shareholders that, in respect of the Company's AGM to be held at 11:00 am (AWST) on Friday, 15 November 2024 at Level 2, 43 Cedric Street, Stirling, WA 6021, the Directors have resolved to add Resolution 6 (**Additional Resolution**) as set out below, and to supplement the information contained in the Explanatory Memorandum with this addendum (**Addendum**).

The numbering used in the Addendum is a continuation of the numbering used in the Notice of Meeting and Explanatory Memorandum lodged with the ASX on 15 October 2024. Further, capitalised terms used in the Addendum have the same meaning as set out in the Notice of Meeting and Explanatory Memorandum unless otherwise defined in this Addendum.

Attached to this Addendum is a replacement proxy form (**Replacement Proxy Form**) which replaces the proxy form that was attached to the Notice of Meeting (**Original Proxy Form**). Shareholders are advised to follow the instructions below if a proxy vote has already been submitted.

- To vote on the Additional Resolution or to change the vote on Resolutions 1 to 5, a Shareholder can submit their proxy using either the Replacement Proxy Form or online (see instructions below).
- If a Shareholder does not wish to vote on the Additional Resolution or change their original vote on Resolutions 1 to 5, no action needs to be undertaken. The Original Proxy Form, which was already returned or submitted online, will remain valid for Resolutions 1 to 5 (unless the Shareholder issues a Replacement Proxy Form) and the Shareholder will be deemed to have abstained from Resolution 6.

Replacement Proxy Forms (and any power of attorney under which it is signed) must be received at the address set out below not later than 11:00 am (AWST) on Wednesday, 13 November 2024 (being not less than 48 hours before the commencement of the Annual General Meeting). Any proxy forms received after that time will not be valid for the Annual General Meeting.

This Addendum 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

Additional Resolution

The following additional resolution is inserted in the Notice of Meeting as follows:

Resolution 6 – Appointment of Auditor

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

> *"That, pursuant to Section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from office of auditor of the Company."*

DATED THIS 23RD OF OCTOBER 2024
BY ORDER OF THE BOARD

John Boland
Company Secretary

Explanatory Memorandum

This Explanatory Memorandum, which is supplemental to the Addendum to Notice of Meeting, sets out the information which the Directors believe is material to Shareholders in in deciding whether or not to pass the Additional Resolution at the Annual General Meeting of Stealth Group Holdings Ltd (**Company** or **Stealth**).

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

Resolution 6 – Appointment of Auditor

6.1 General

As announced on 7 May 2024, the Company appointed BDO Audit Pty Ltd (BDO) as the new auditor of the Company following the resignation of the Company's previous auditor, BDO Audit (WA) Pty Ltd (BDO WA) after it gave written notice of its intention to resign as the Company's auditor, and received consent from ASIC on 1 May 2024 to resign as the Company's auditor, in accordance with section 329(5) of the Corporations Act.

The change to the Company's auditor is a result of BDO WA restructuring its audit practice whereby the Company's audits will be conducted by BDO, an authorised audit company, rather than BDO WA.

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the Company's next Annual General Meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this Annual General Meeting pursuant to section 327B of the Corporations Act.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from a Shareholder for BDO to be appointed as the Company's auditor. A copy of the nomination is set out in Appendix A.

BDO has given its written consent to act as the Company auditor. Resolution 6 seeks Shareholder approval to appoint BDO as the Company's auditor under section 327B of the Corporations Act, which requires shareholder approval for the appointment of a new auditor to fill a vacancy at the Company's Annual General Meeting.

If Resolution 6 is passed, the appointment of BDO as the Company's new auditor will take effect on the close of the Meeting.

If Resolution 6 is not passed, the Company will need to appoint a new auditor other than BDO.

6.2 Board recommendation

The Board supports the appointment of BDO as auditor of the Company and recommends Shareholders vote in favour of the Resolution.

6.3 Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 6.

STEALTH GROUP
HOLDINGS LTD

Stealth Group Holdings Ltd
ACN 615 518 020

Level 2, 43 Cedric Street
Stirling WA 6021

Telephone: +61 8 6465 7800
Email: investors@stealthgi.com

www.stealthgi.com

APPENDIX A – AUDITOR NOMINATION LETTER

22 October 2024

John Boland
Company Secretary
Stealth Group Holdings Ltd
Level 2, 43 Cedric Street
Stirling, Perth WA 6021

Dear John,

RE: Nomination of Auditor

Sorrento200 Holdings Pty Ltd, being a shareholder of Stealth Group Holdings Ltd (ABN: 25 615 518 020) (Company) hereby gives written notice of the nomination of BDO Audit Pty Ltd in accordance with section 328B (1) of the Corporations Act 2001 (Cth) (Corporations Act) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B (3) of the Corporations Act.

Yours sincerely,

Mike Arnold

Stealth Group Holdings Ltd
ABN 25 615 518 020

Need assistance?

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

Online:
www.investorcentre.com/contact

SGI

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Wednesday, 13 November 2024.**

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.

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Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Stealth Group 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 Group Holdings Ltd to be held at Stealth Group Holdings Ltd, Unit 10, 43 Cedric Street, Stirling, WA 6021 on Friday, 15 November 2024 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 Resolutions 1, 3 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 5 are 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 Resolutions 1, 3 and 5 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
Resolution 1	Non-Binding Resolution to Adopt Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Christopher Wharton AM	☐	☐	☐
Resolution 3	Proposed Issue of 217,392 Shares to the Managing Director	☐	☐	☐
Resolution 4	Financial Assistance	☐	☐	☐
Resolution 5	Approval of prior issue of securities to refresh the Company's 15% placement capacity	☐	☐	☐
Resolution 6	Appointment of Auditor	☐	☐	☐

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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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	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

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computershare