
BANNERMAN ENERGY LTD
ABN 34 113 017 128
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)
DATE: Friday, 15 November 2024
PLACE: Suite 7
245 Churchill Avenue
SUBIACO WA 6008

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 advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4pm (WST) on 13 November 2024.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF 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 for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024.”

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

Note: A voting prohibition statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS ALISON TERRY

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

“That, in accordance with clause 11.3 of the Constitution, Ms Alison Terry, a Director, who retires by rotation and, being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ISSUE OF SECURITIES TO MR BRANDON MUNRO (EXECUTIVE CHAIR AND MANAGING DIRECTOR)

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 71,733 ZEPs to Mr Brandon Munro, or his nominee, under the Employee Incentive Plan on the terms described in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the Employee Incentive Plan or any associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) 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
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – REPLACEMENT OF CONSTITUTION

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form tabled at the Meeting and signed by the Chair of the Meeting for identification purposes.”

5. RESOLUTION 5 – AMENDMENT TO CONSTITUTION – VIRTUAL ONLY GENERAL MEETINGS

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, and subject to Resolution 4 being passed as a special resolution, approval is given for the Constitution of the Company to be amended in the manner set out in the Explanatory Statement to allow virtual only general meetings.”

6. RESOLUTION 6 – APPROVAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

“That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, and subject to Resolution 4 being passed as a special resolution, the proportional takeover provisions contained in Schedule 3 be inserted, as clause 37, into the Constitution of the Company.”

CHAIR’S VOTING INTENTIONS FOR UNDIRECTED PROXIES

To the maximum extent permitted, the Chair intends to vote all undirected proxies held in favour of all Resolutions. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made.

Voting Prohibition Statement

Resolution 1 – Adoption of Remuneration Report

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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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 Prohibition by Proxies (Remuneration of key management personnel)

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1 or 3 if the person is either a member of the Company's key management personnel or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the relevant Resolution. However, the proxy may vote if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1 or 3, by signing and returning the Proxy Form (including via an online facility), you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel.

Voting in person

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

You may still attend the Meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form, your attendance will revoke your proxy's entitlement to vote.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Computershare will need to verify your identity. You can register from 9.30 am on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6381 1436.

Dated: 17 October 2024

By order of the Board

**Stephen Herlihy
Company Secretary**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.bannermanenergy.com.au.

Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports or the management of the Company. The Company's auditor, Ernst & Young, will be present at the AGM and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

The auditor will also respond to written questions on the content of the Auditor's Report or the conduct of the audit of the annual financial report of the Company for the financial year ended 30 June 2024 provided these are submitted to the Company no later than five business days prior to the AGM.

There is no requirement for Shareholders to approve the Company's annual financial report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

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 two 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 Board Recommendation

The Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS ALISON TERRY

2.1 General

In accordance with clause 11.3 of the Constitution, one third of the Directors must retire at each Annual General Meeting (**AGM**).

Ms Alison Terry, having last been elected to the Board on 16 November 2022, is retiring by rotation at the 2024 AGM to facilitate the regular refreshment of the Board. As the current Lead Independent Director, Ms Terry plays a crucial role in the Board's governance, providing oversight and leadership on key committees.

If re-elected, Ms Terry will continue to serve for a further term of up to three years or until the third AGM following her re-election, in accordance with clause 11.6 of the Constitution.

Additionally, Non-Executive Director Mr Ian Burvill will also retire by rotation at this AGM but is not standing for re-election. The Directors wish to sincerely thank Mr Burvill for his significant contribution to the Company during his tenure as a Director.

2.2 Qualifications and other material directorships

Ms Terry is an experienced senior executive and company director with a deep understanding of sustainability, ESG dynamics, legal and corporate affairs, and the complexities of major operations. Her recent executive roles have included Director Sustainability and Corporate Affairs and Joint Company Secretary at Fortescue Metals Group, as a member of the company's Executive team. Her prior experience spans corporate affairs, legal and general management across

several sectors, including senior roles at General Motors Holden Limited and electric vehicle infrastructure start-up, Better Place.

Ms Terry's previous non-executive roles include on the boards of NBN Tasmania and the leading industry super fund, AustralianSuper, where she was also a member of the Audit and Risk Committee. Ms Terry is currently a Non-Executive Director of Matrix Composites and Engineering Limited, RAC Insurance Pty Ltd, UN Women Australia, the Black Swan State Theatre Company of Western Australia and is a member of Chief Executive Women.

Since her appointment to the Board on 13 October 2022, Ms Terry has contributed significant leadership and governance expertise. She was appointed Lead Independent Director on 8 March 2024. Ms Terry chairs both the Sustainability Committee and the Pricing Committee, drawing on her extensive experience in ESG and corporate governance. She also serves as a member of the Remuneration, Nomination, Corporate Governance, and Audit Committees, playing a key role in ensuring robust oversight and compliance with governance standards.

2.3 Independence

If re-elected, the Board will consider Ms Terry to be an independent Director.

2.4 Board recommendation

The Board has reviewed Ms Terry's performance since her appointment to the Board. It considers that Ms Terry's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with Ms Terry abstaining) supports the re-election of Ms Terry and recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – ISSUE OF SECURITIES TO MR BRANDON MUNRO (EXECUTIVE CHAIR AND MANAGING DIRECTOR)

3.1 General

The Company seeks Shareholder approval, for the purposes of Listing Rule 10.14, to issue 71,733 ZEPOs under the Company's Employee Incentive Plan to Mr Munro (the Executive Chair and Managing Director of the Company) or his nominee under the EIP with the performance hurdles and other terms set out below.

Under the EIP, the Board has discretion to grant ZEPOs to any employee it declares to be an eligible employee, upon the terms set out in the EIP (and upon such terms and conditions as the Board determines).

3.2 Reasons for the grant

The proposed grant of ZEPOs to Mr Munro (or his nominee) seeks to further align his interests with those of Shareholders by linking Mr Munro's rewards to long term performance for Shareholders by imposing performance-related conditions, as well as a requirement that Mr Munro continue to be employed by the Company for a defined period of time.

3.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a "financial benefit" to a "related party" (unless an exception applies). For the purposes of Chapter 2E of the Corporations Act Mr

Munro is considered to be a related party and the ZEPOs will constitute a financial benefit.

An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit constitutes part of the related party's "reasonable remuneration".

The Board (other than Mr Munro) considers that the grant of ZEPOs to Mr Munro, and any issue of Shares upon the vesting and exercise of the ZEPOs, constitutes part of the reasonable remuneration payable to Mr Munro and accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

In reaching this conclusion, the Board has had regard to a variety of factors including market practice and the remuneration offered to persons in comparable positions at comparable companies.

3.4 Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders.

The issue of ZEPOs to Mr Munro (or his nominee) falls within ASX Listing Rule 10.14 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

Resolution 3 seeks the required Shareholder approval to the issue under and for the purposes of ASX Listing Rule 10.14.

3.5 Details required by ASX Listing Rule 10.15

Relationship with Director	The ZEPOs will be granted to Mr Munro (or his nominee). Mr Munro falls within Listing Rule 10.14.1 by virtue of being a Director. His nominee (if applicable) would fall within Listing Rule 10.14.2, as an associate of Mr Munro.
Total securities to be issued	Subject to the relevant Shareholder approval being obtained, 71,733 ZEPOs will be issued.
Total Remuneration Package	The current total remuneration package for Mr Munro is \$540,918, comprising a salary of \$270,510, a superannuation payment of \$30,000 and share-based payments valued at \$280,476. With effect from 1 October 2024, and as a function of broader senior management capability now established at Bannerman, Mr Munro's remuneration reflects a 0.6 full-time equivalent workload, and his entitlement to share-based payment is reduced accordingly for the period from 1 October 2024 to 30 June 2025 (compared with prior periods).
Previous Grants	Mr Munro (or his nominee) has previously been granted 4,495,866 securities comprising 4,064,000 Performance Rights and 431,886 ZEPOs under the EIP for nil cash consideration. Full details of Mr Munro's holding of Shares, Performance Rights and Options are set out in the Remuneration Report of the 2024 Annual Report.
Material Terms	A summary of the material terms of the ZEPOs to be issued under the EIP is set out in section 3.6 and in Schedule 2.
Reason for the grant of ZEPOs	The Company has chosen to grant the ZEPOs for the following reasons: <ul style="list-style-type: none">• the ZEPOs are unlisted; therefore the grant of the ZEPOs has no immediate dilutionary impact on Shareholders (unless and until exercised);• the issue of ZEPOs will align the interests of Mr Munro with those of Shareholders;• the issue of ZEPOs is considered a reasonable and appropriate method to provide cost-effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given; and

- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the ZEPOs on the terms proposed.

Value	The ZEPOs are divided into 2 tranches (see section 3.6 below). The Company values (as at 30 June 2024, being the reference date for the calculation of the number of ZEPOs to be granted) the Operational Tranche of the ZEPOs at \$140,238 (being 50% or 35,866 ZEPOs at \$3.91 per ZEPO) based on the 20 Day VWAP ending 30 June 2024 and the Market Performance Tranche of the ZEPOs at \$140,238 (being 50% or 35,867 ZEPOs at \$3.91 per ZEPO) also based on the 20 Day VWAP ending 30 June 2024, for a total value of \$280,476.
Issue date	If Shareholder approval is obtained, it is anticipated that the ZEPOs will be granted shortly after the Meeting and in any event, no later than 3 years after the date of the Meeting.
Price	The ZEPOs will be granted at no cost to Mr Munro and no amount is payable to the Company on vesting or exercise of the ZEPOs.
EIP	A summary of the material terms of the EIP (under which the ZEPOs would be issued) is set out in Schedule 1.
Loan scheme	No loans will be made by the Company to Mr Munro in relation to the grant of the ZEPOs.
Disclosure of issues	Details of any securities issued under the EIP will be published in the annual report of the Company relating to the period in which the securities were issued, with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.
Participation	Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the EIP after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

3.6 Performance hurdles

The ZEPOs are proposed to be entirely at risk and will be subject to the following vesting conditions.

Market Performance KPI

50% of the ZEPOs (**Market Performance Tranche**) are subject to an absolute Shareholder return (**ASR**) hurdle. The ASR hurdle is based on the Company's absolute total Shareholder return compared with the price used to determine the number of ZEPOs (being the 20-Day VWAP ending 30 June of the financial year preceding the annual allocation) and is tested on 30 June during the year that is two years after the year of issue (**ASR Test Date**).

The ASR on the ASR Test Date will determine the proportion of the Market Performance Tranche that vest on the following basis.

ASR performance outcome	Percentage of award that will vest
Negative performance	0%
Between 0 and +20% compounding per annum	Scale applicable between 0 and 100%
At or above +20% compounding per annum	100%

Any ZEPOs within the Market Performance Tranche that do not meet the test on the ASR Test Date will lapse on that date.

In addition, the earned component of the Market Performance Tranche will only vest if Mr Munro continues to be continuously employed for a period of one year after the ASR Test Date.

Operational performance

The remaining 50% of the ZEPOs (**Operational Tranche**) are subject to an operating and personal performance-based test measured 12 months after the date of issue (**Operational Test**).

The Operational Test will be based on stated criteria to be set with reference to the Company's internal operating plans and other key performance indicators as determined by the Board.

The criteria will be based on the approved operating plan for the 12-month test period and will also include reference to Mr Munro's performance regarding specific areas such as health, safety, environment and community, strategy definition and implementation, capital management and the Company's culture and values.

Any ZEPOs within the Operational Tranche that are not earned in accordance with the Operational Test will lapse at the 12-month testing point.

In addition, the earned component of the Operational Tranche will only vest if Mr Munro continues to be continuously employed for a period of two years after the 12 month testing point.

3.7 What if Shareholders do not approve the grant?

If Shareholders do not approve the issue of ZEPOs to Mr Munro (or his nominee), the 71,333 ZEPOs will not be issued and the Board will propose an alternative remuneration structure for Mr Munro. This may be an alternative equity proposal and/or an amount in cash.

3.8 What if Shareholders approve the grant?

If Shareholders approve the grant, the Company will be able to proceed with the issue of the ZEPOs to Mr Munro (or his nominee) under the EIP and issue up to a total of 71,733 ZEPOs to Mr Munro (or his nominee). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the ZEPOs (because approval is being obtained under ASX Listing Rule 10.14), the issue of the ZEPOs will not use up any of the Company's 15% annual placement capacity.

3.9 Board recommendation

The Board (other than Mr Munro) recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – REPLACEMENT OF CONSTITUTION

4.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders. A special resolution is one that is required to be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

Resolution 4 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which

is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules that have been made since the current Constitution was adopted on 25 July 2016.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions in a piecemeal manner.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- updating the name of the Company to that adopted on 13 July 2021;
- updating references to bodies or legislation which have been renamed (e.g. references to the Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rules and ASTC Transfer); and
- expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below. The Proposed Constitution has been reviewed by ASX in accordance with Listing Rule 15.1.1.

The Proposed Constitution will be tabled at the Meeting. A copy of the Proposed Constitution is also available for review by Shareholders at the Company's Website: <https://bannermanenergy.com/corporate-governance/>. A copy of the Proposed Constitution can also be sent to any Shareholder upon request to the Company Secretary (info@bmenergy.com). Shareholders are invited to contact the Company if they have any queries or concerns.

Please note that, if Resolution 4 is approved, additional amendments are then proposed to include further clauses in the Constitution to address virtual only general meetings and proportional takeover provisions. These are the subject of Resolutions 5 and 6 below.

4.2 Summary of material proposed changes

Restricted Securities (clause 2.12)

The Proposed Constitution complies with updates to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX requires certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form of Appendix 9A when they wish to dispose of restricted securities. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements. Clause 2.12 of the Proposed Constitution broadly reflects these updates.

Clause 2.12 also establishes that a holder of restricted securities may not participate in a return of capital during the applicable escrow period, and states that a holder of restricted securities in breach of a restriction deed or the equivalent provisions of the Constitution will not be entitled to a dividend, distribution or be able to exercise any voting rights while the breach subsists.

Minimum Shareholding (clause 3)

Clause 3 of the Constitution outlines in detail how the Company can manage shareholdings which represent less than a “marketable parcel” of shares, being a shareholding valued at less than \$500 based on the closing price of the Company’s Shares on ASX as at the relevant time.

The Proposed Constitution aligns with the requirements in the Listing Rules relating to “unmarketable parcels”. Broadly, the Proposed Constitution sets out that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company. This will potentially save the Company time and administrative costs that would otherwise be incurred by having to send out additional notices to unmarketable parcel holders.

Fee for registering paper-based transfers (clause 8.3(c))

Listing Rule 8.14 provides that the Company may charge a “reasonable fee” for registering paper-based transfers, sometimes referred to as “off-market transfers”.

Clause 8.3(c) of the Proposed Constitution enables the Company to charge a reasonable fee when it is required to register an off-market transfer from a Shareholder. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Direct Voting (clause 13, specifically clauses 13.35 – 13.40)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy).

Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions, and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting must include information on the application of direct voting.

Use of technology at general meetings (clause 14)

The Corporations Act was amended to facilitate the use of technology in general meetings. In line with these changes, clause 14.1 allows the Directors to approve technology to be used at a general meeting, allowing hybrid meetings to be held (i.e. where there is both a physical venue and online participation). Any technology used at a general meeting must give Shareholders as a whole a reasonable opportunity to participate in the meeting.

Consequential provisions are included to provide clarity around procedural matters, including to ensure that ‘online’ attendees are treated as being present

at the meeting and is entitled to exercise all rights as a Shareholder at the meeting.

Clause 14 will allow greater flexibility to hold hybrid meetings in the future, which would provide additional opportunities for Shareholders to participate in meetings in the manner most convenient to them. Clause 14 does not, itself, permit wholly virtual meetings - however, this is the subject of a separate proposal (Resolution 5) below.

4.3 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

5. RESOLUTION 5 – AMENDMENT TO CONSTITUTION – VIRTUAL ONLY GENERAL MEETINGS

5.1 General

As noted in relation to Resolution 4 above, the Corporations Act was amended to facilitate the use of technology in general meetings. Fully virtual meetings are permitted where this is expressly permitted by a company's constitution.

The Board considers that it is appropriate for the Company's Constitution to expressly authorise the holding of virtual general meetings. This express power (if approved by special resolution) will be included as an additional sub-clause 14.1(d) of the Constitution (as replaced by Resolution 4), and will read as follows:

“(d) Without limiting clauses 14.1(a) to 14.1(c) above, and so long as the law permits, a general meeting may also be convened and held using meeting technology only without there being any physical meeting place or venue, on the basis that:

- (i) the notice convening the general meeting refers to the main procedures governing how the meeting is to be conducted; and*
- (ii) the meeting is taken to be held at the Registered Office.”*

As is the case with hybrid meetings, any technology used at a general meeting must give Shareholders as a whole a reasonable opportunity to participate in the meeting.

The Company has no current intention to move permanently to wholly virtual online meetings. However, the Board considers the proposed amendments are in the best interests of Shareholders as they provide the Company with future flexibility to hold virtual meetings if the Board is of the view that circumstances exist where this would be beneficial and in the interests of Shareholders.

This Resolution 5 has been included in the Notice as a separate Resolution to provide Shareholders with the flexibility to vote for or against this Resolution without that vote impacting the outcome of Resolution 4. For example, if a Shareholder wishes to vote in favour of Resolution 4 but does not wish to vote in favour of Resolution 5, it may do so.

5.2 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

6. RESOLUTION 6 – APPROVAL OF PROPORTIONAL TAKEOVER PROVISIONS

6.1 General

The Corporations Act permits a company to include in its constitution provisions prohibiting the registration of a transfer of securities resulting from a proportional takeover bid unless the relevant holders in a general meeting approve the bid.

In the case of the Company, it is proposed that the Constitution (as replaced by Resolution 4) should contain such provisions. A company may alter its constitution to insert the relevant provisions. Accordingly, a special resolution is being put to Shareholders under sections 136 and 648G of the Corporations Act to insert clause 37 (as set out in Schedule 3) into the Constitution (as replaced by Resolution 4).

It is a requirement of the Corporations Act that such provisions in a company's constitution apply for a maximum period of three years, unless renewed earlier. Accordingly, this clause will cease to have effect on the third anniversary of the date of the Meeting, unless renewed earlier.

This Resolution 6 has been included in the Notice as a separate Resolution to provide Shareholders with the flexibility to vote for or against this Resolution without that vote impacting the outcome of Resolution 4. For example, if a Shareholder wishes to vote in favour of Resolution 4 but does not wish to vote in favour of Resolution 6, it may do so.

6.2 Information required by section 648G of the Corporations Act

What is a proportional takeover bid?

A proportional takeover bid is an off-market takeover offer sent by the bidder to all shareholders, but only in respect of a specified portion of each shareholder's shares. Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified proportion of their shares in the company and retain the balance of their shares.

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

6.3 Board recommendation

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and, as a result, consider that the proportional takeover provisions are in the interests of Shareholders and recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

20 Day VWAP means the VWAP for the Company's Shares, calculated over the 20 trading days on which trades of those Shares were recorded on the ASX prior to the relevant reference date.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company or **Bannerman** means Bannerman Energy Ltd (ABN 34 113 017 128).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Employee Incentive Plan or **EIP** means the Company's Employee Incentive Plan.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means Bannerman and its subsidiaries.

Incentive means a right to acquire a Share whether by purchase or subscription (and includes a Performance Right, Option or ZEPO).

Listing Rules or **ASX Listing Rules** means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means an entitlement to one Share, subject to vesting and satisfaction of any performance conditions.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

VWAP means volume weighted average price.

WST means Western Standard Time as observed in Perth, Western Australia.

ZEPO means an Option with an exercise price of zero (\$0.00).

SCHEDULE 1 – MATERIAL TERMS AND CONDITIONS OF EMPLOYEE INCENTIVE PLAN

Key Term	Description of term
Eligible employees	Full and part time employees and contractors of the Company or any of its subsidiary entities (wherever they reside), but excluding non-executive Directors, will be eligible to be granted Incentives. However, there may be some further regulatory requirements for executive Directors or employees residing outside Australia.
Entitlement Performance Rights	for Subject to the terms of the EIP, vesting and the satisfaction of any performance conditions, each Performance Right entitles the holder to receive one Share in Bannerman.
Exercise price Performance Rights	for There is no consideration payable upon the grant or exercise of a Performance Right.
Entitlement for Options	Subject to the terms of the EIP, vesting and the satisfaction of any performance conditions, each Option entitles the holder to acquire (whether by purchase or subscription) and be allotted one Share in Bannerman on the exercise of the Option.
Exercise price for Options	The exercise price of an Option will be determined by the Board in its absolute discretion. Where an Option is a ZEPO, the exercise price will be zero (\$0.00).
Vesting conditions	The Board has the discretion at the time of the grant of an Incentive under the EIP to determine what (if any) vesting conditions need to be satisfied before the Incentives become capable of exercise.
Vesting in other circumstances	The Board may permit a participant to exercise Incentives or have such Incentives vested, in other limited situations, such as where a resolution is passed approving the disposal of Bannerman's main undertaking or on a winding up of Bannerman.
Expiry date	The Board may set out in an invitation to participate in the EIP the date and times when any Incentives lapse. The expiry date will be no later than 10 years after the date of grant.
Exercise into acquirer shares	Subject to the ASX Listing Rules, the EIP provides flexibility for Bannerman to agree with any successful acquirer of Bannerman to an arrangement whereby Incentives will become exercisable or vest into shares of the successful acquirer or its parent in lieu of Shares. Any such exercise or vesting will be on substantially the same terms and subject to substantially the same conditions as the holder may exercise or vest Incentives to acquire Shares, but with appropriate adjustments to the number and kind of Shares subject to the incentives, as well as to any exercise price.

Board discretion	Under the terms of the EIP, the Board has absolute discretion to determine the exercise price, the expiry date and vesting conditions of any grants made under the EIP, without the requirement for further Shareholder approval.
Vesting on change of control	<p>Incentives that remain subject to a vesting condition immediately vest and are received or become exercisable by the participant in the event that a takeover bid is made for Bannerman, or another corporate transaction is pursued (such as a scheme of arrangement, selective capital return etc) which results in the bidder acquiring voting power to more than 50% of Bannerman.</p> <p>The Board also has a general discretion to allow Incentives to immediately vest if the Board determines, acting in good faith and consistent with its fiduciary duties, that a person has obtained voting power which is sufficient to control the composition of the Board of Bannerman.</p> <p>Incentives will lapse on their expiry date.</p>
Transferability	Incentives are only transferable upon a takeover bid where the Incentives are transferred to the bidder, upon a scheme of arrangement where the Incentives are transferred to the acquirer, by force of law upon death of the incentive holder or upon bankruptcy of the Incentive holder, or otherwise with the consent of the Board.
Right to participate in dividends	Incentives will not entitle the holder to any dividends (or Shares or rights in lieu of dividends) declared or issued by the Company.
Listing	The Incentives will not be listed.
Adjustment for rights issues	The exercise price of Incentives (if applicable) will be adjusted in the manner provided by the ASX Listing Rules in the event of the Company conducting a rights issue prior to the lapse of the relevant Incentive.
Other rights to participate in bonus issues, reorganisations and new issues etc	<p>If the Company completes a bonus issue during the term of an Incentive, the number of Shares the holder is then entitled to will be increased by the number of Shares which the holder would have been issued in respect of Incentives if they were exercised (in the case of Options) or are vested and are received (in the case of Performance Rights) immediately prior to the record date for the bonus issue.</p> <p>In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Incentives to which the holder is entitled or the exercise price of the Incentives (if applicable), or both as appropriate, will be adjusted in the manner provided for in the ASX Listing Rules.</p> <p>Subject to the terms of the EIP and as otherwise set out above, during the currency of the Incentives and prior to their exercise (in the case of Options) or vesting and receipt (in the case of Performance Rights), the holder is not entitled to participate in any new issue of securities of the Company as a result of their holding the Incentives.</p>

Incentives on cessation of employment

Cause	Incentives which have not vested	Incentives which have vested
Termination for ill health or death	Immediately lapse unless Board determines otherwise	May be exercised (in the case of ill health) by the participant, or (in the case of death) by the participant's personal representative, until the Incentive lapses
Termination for cause (e.g. fraud, dishonesty, material breach of obligations)	Immediately lapse unless Board determines otherwise	Immediately lapse unless Board determines otherwise
Termination by consent (e.g. resignation)	Immediately lapse unless Board determines otherwise	Are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by the Board
Redundancy, constructive dismissal, other termination by Company not dealt with above	Incentives automatically vest and are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by Board	Are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by the Board

SCHEDULE 2 – MATERIAL TERMS AND CONDITIONS OF ZEPOs UNDER THE EIP

Key Terms

1. The Options are issued for no consideration.
2. Subject to these terms, each Option entitles the holder to subscribe for and be allotted one Share on exercise of the Option.
3. The exercise price payable upon exercise of each Option is zero (\$0.00) (**Exercise Price**).
4. The expiry date for each Option is 5.00pm (Perth time) eight years from the date of issue (**Expiry Date**).

Vesting Condition

5. Subject to the rules of the EIP, the ability to exercise any Option is conditional upon any applicable vesting conditions having been satisfied (**Vesting Condition**).

Details of each applicable Vesting Condition for Options to be issued to Mr Brandon Munro are set out in Section 3.6.

Lapsing of an Option

6. Unless the Board otherwise determines in its absolute discretion, any unexercised Option will lapse upon the earliest to occur of:
 - (a) the Option lapsing in accordance with any rule of the EIP;
 - (b) failure to meet the Option's Vesting Condition in the prescribed period, unless the Board otherwise determines in its absolute discretion; and
 - (c) the Expiry Date.

Transferability

7. The Options will not be quoted on the ASX.
8. The Options are only transferable in accordance with the rules of the EIP.
9. Where the holder purports to transfer Options other than in accordance with paragraph 8 the Options immediately lapse.
10. Options granted under the EIP may not be used to secure the payment of any monies.

Exercise – process

11. Subject to the rules of the EIP, where a Vesting Condition has been imposed on the exercise of Options, then the ability to exercise any Option is conditional upon the satisfaction of the Vesting Condition.
12. Options must be exercised in accordance with these terms by the holder giving the Company an Exercise Notice and the Certificate (for the avoidance of doubt, no payment is required for the exercise of an Option). Options may only be

exercised in multiples of 100 (or for less than 100 if less than 100 Options are held or would remain after exercise of the other Options held).

Issue of Shares

13. Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued within 10 business days after receipt of a properly executed Exercise Notice.

In the event that the issue of Shares on exercise of an Option would require the Company to prepare a disclosure document in the absence of appropriate arrangements with the holder, then the Company may require the holder (as a pre-condition to the issue of the underlying Shares on exercise of the Options) to enter into such arrangements with the Company as the Company considers appropriate to ensure that the issue of such Shares without disclosure does not contravene the fundraising provisions of the Corporations Act.

14. All Shares issued upon exercise of the Options will rank *pari passu* in all respects with Shares then on issue. If the Shares are quoted, the Company will apply for official quotation of all Shares issued upon exercise of the Options within a reasonable period of time after the date of allotment of those Shares. For the avoidance of doubt, if the holder has not entered into the appropriate arrangements referred to in paragraph 13 above, then the Company may delay applying for official quotation of any Shares issued upon exercise of the Options for the period that it is unable to issue a notice under section 708A(5) of the Corporations Act.

15. There will be no transfer restrictions on Shares allotted in accordance with these terms unless the sale, transfer or disposal by the holder of the Shares issued to them on exercise of the Options (or any interest in them) would require the preparation of a disclosure document (as that term is defined in the Corporations Act). If a disclosure document is required, the holder will be required to enter into such arrangements with the Company as the Board considers appropriate to prevent the sale, transfer or disposal of the relevant Shares in a manner that would require a disclosure document to be prepared.

16. If, after the exercise of Options in accordance with these terms, there are still Options on a Certificate that remain unexercised, the Company will issue a new certificate for the balance of the Options held by the holder and not yet exercised.

Termination Payments

17. If the vesting of Options arising from the eligible individual ceasing to be an employee of the Company or its subsidiary entities (including as a result of death or illness) when aggregated with any other benefits paid or payable to the eligible employee in connection with cessation of their employment with the Company or its subsidiary entities:

(a) has not been approved by shareholders pursuant to Part 2D.2 of the Corporations Act; or

(b) is not otherwise permitted by law,

then the number of Options that vest under the relevant rule is automatically reduced to the maximum number of Options permitted to vest at law upon their cessation of employment.

Governing provisions and other

18. In addition to Options not conferring any right to dividends, Options do not confer any right to:

- vote, except as otherwise required by law;
- a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- participate in the surplus profit or assets of the Company on a winding up; or
- participate in new issues of securities (such as bonus issues or entitlement issues),

unless and until the applicable Vesting Conditions have been satisfied and the Options are exercised into Shares.

19. If there is any inconsistency between the EIP and these terms, the EIP prevails to the extent of that inconsistency.

20. The EIP, these terms and any Options issued under them are governed by the laws of Western Australia.

SCHEDULE 3 – PROPORTIONAL TAKEOVER PROVISIONS – PROPOSED NEW CLAUSE 37 OF CONSTITUTION

37.1 Resolution to Approve Proportional Off-Market Bid

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("**bid class securities**"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 37 referred to as a "**prescribed resolution**") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

37.2 Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 37 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 37 before the 14th day before the last day of the bid period for the proportional off-market bid (the "**resolution deadline**").

37.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 37 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

37.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 37, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 37, deemed to have been passed in accordance with this clause 37.

37.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 37 before the resolution deadline, and is rejected, then:

- (a) despite section 652A of the Corporations Act:
 - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and
 - (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,

are deemed to be withdrawn at the end of the resolution deadline;
- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 37.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder:
 - (i) is entitled to rescind; and
 - (ii) must rescind as soon as practicable after the resolution deadline,

each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and
- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

37.6 Renewal

This clause 37 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 37.