



24 September 2025

SOCO Corporation Ltd (ASX:SOC)

Letter to Shareholders and Proxy Form in relation to Annual General Meeting

SOCO Corporation Ltd (ASX:SOC) ("SOCO" or the "Company") advises that an Annual General Meeting of Shareholders will be held at 11.00am (Brisbane time) on Tuesday, 28 October 2025 at RSM, Level 3, 488 Queen Street, Brisbane QLD 4000.

In accordance with Listing Rule 3.17, attached are the following documents:

1. A Letter to Shareholders regarding arrangements for the Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting;
2. Notice of Annual General Meeting; and
3. Proxy Form

This announcement has been authorised for release by the Board of SOCO Corporation Ltd.

FOR ENQUIRIES CONTACT

Sebastian Rizzo
CEO & Executive Director
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1300 014 322

ABOUT SOCO

SOCO (ASX:SOC) is one of the few sovereign Australian IT consultancies. SOCO's consulting teams solve business problems by applying and modernising IT systems to improve business processes - digitally transformational outcomes. Key to SOCO's success is the 4D methodology (Discover, Design, Deliver, Drive®), designed to place clients at the heart of the business, creating a genuine partnership every step of the way. SOCO's target markets include federal government, local and state government, along with large corporates. As a people business, SOCO seeks to maintain competitive advantage by creating exceptional employment experiences for our team.



24 September 2025

Annual General Meeting – Letter to Shareholders

SOCO Corporation Ltd (ASX:SOC) (“SOCO” or the “Company”) advises that an Annual General Meeting of Shareholders will be held at 11.00am (Brisbane time) on Tuesday, 28 October 2025 at RSM, Level 3, 488 Queen Street, Brisbane QLD 4000.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (Notice) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please see **Annexure A** to this letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://soco.com.au/investors-information/>.

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

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://soco.com.au/investors-information/>.

Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

Questions must be submitted in writing to the Company Secretary at cfo@soco.com.au at least 48 hours before the AGM.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting on the date and at the place set out above. Please bring your proxy form to facilitate your registration.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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

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

Yours faithfully

Tristan Garthe
Company Secretary

Annexure A

Your right to elect to receive documents electronically or physically

The *Corporations Amendment (Meetings and Documents) Act 2022* includes a requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act (2001) (Cth) (Act).

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options for how SOCO Corporation Limited (“SOC” or the “Company”) shareholders receive communications. The Company will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

SOCO Corporation Ltd
Level 4, 120 Edward Street
Brisbane QLD 4000
ACN: 660 362 201

soco.com.au



SOCO Corporation Ltd

Notice of 2025 Annual General Meeting

Explanatory Statement | Proxy Form

Tuesday, 28 October 2025

11.00 AM (Brisbane Time)

Address

RSM
Level 3, 488 Queen Street
Brisbane QLD 4000

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

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Important Information for Shareholders about the Company's 2025 AGM

This Notice is given based on circumstances as at 19 September 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://soco.com.au/investors-information/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00 am (Brisbane time) on Tuesday, 28 October 2025 at RSM, Level 3, 488 Queen Street, Brisbane QLD 4000.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important. As a matter of proper governance and to ensure compliance with the ASX Listing Rules, all Resolutions will be decided by a poll rather than by a show of hands.

Voting in person

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

Voting by proxy

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

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

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting being Sunday, 26 October 2025 at 11:00 am (Brisbane time). **Proxy Forms received later than this time will be invalid.**

Power of Attorney

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

Corporate Representatives

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

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of SOCO Corporation Limited ACN 660 362 201 will be held at 11:00 am (Brisbane time) on Tuesday, 28 October 2025 at RSM, Level 3, 488 Queen Street, Brisbane QLD 4000.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00 pm (Sydney time) on Monday, 27 October 2025.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a Resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Poll voting

The Chair will call a poll for all Resolutions set out in this Notice. Please refer to the explanatory notes for further information on the proposed Resolutions and applicable voting exclusions.

Electronic copies

The Company believes that the best way for Shareholders to receive meeting documentation, annual reports and other information on Company matters is electronically. To review or update your current communication preference, simply log on to our share registry's website at investor.automic.com.au and select the "Communications" tab. You will need your portfolio login details or your SRN or HIN.

Locating your SRN or HIN

Your SRN or HIN can be found on your Voting Form. If you require further assistance with locating your SRN or HIN, you are encouraged to contact Automic Registry Services or your broker as soon as possible, and well in advance of the AGM.

Update your details

To update information about your shareholding go to the Automic Investor Centre at investor.automic.com.au

Technical Difficulties

Technical difficulties may arise during the course of the AGM. The Chairman of the AGM has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chairman of the AGM considers it appropriate, the Chairman may continue to hold the meeting and transact business at the physical venue, including conducting a poll and voting in accordance with valid proxy instructions.

Please note that the inability of one or more Shareholders, proxies or corporate representatives to access the physical meeting as a result of travel disruption, including strike action, or for any other reason, will not affect the validity of the meeting.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose 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 2025.”

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Director retiring by rotation

Resolution 2 – Re-election of Tom Stianos as Director

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

“That Tom Stianos, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible, offers himself for re-election as a Director of the Company, effective immediately.”

Renewal of Proportional Takeover Provisions

Resolution 3 – Renewal of Proportional Takeover Provisions

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

“That, pursuant to section 648G of the Corporations Act 2001 (Cth), the proportional takeover provisions in the form contained in rule 15 of the constitution of the Company be reinserted for a period of three years from the date of the meeting.”

Contingent Business of the Meeting

Resolution 4 – Spill Resolution

Note: This Resolution will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 (Adoption of the Remuneration Report) are cast against that Resolution.

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

“That, subject to and conditional on at least 25% of the votes on Resolution 1 being cast against the adoption of the Remuneration Report for the year ended 30 June 2025, an extraordinary general meeting of the Company (Spill Meeting) be held within 90 days of the passing of this Resolution 4 at which;

- a. All of the Directors who were in office when the Resolution to approve the Directors' Report for the year ended 30 June 2025 was passed (other than the Chief Executive Officer) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- b. Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

BY ORDER OF THE BOARD

Tristan Garthe
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00 am (Brisbane time) on Tuesday, 28 October 2025 at RSM, Level 3, 488 Queen Street, Brisbane QLD 4000.

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

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

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

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://soco.com.au/investors-information/>.

No Resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary at cfo@soco.com.au. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Tuesday, 21 October 2025.

Resolutions

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://soco.com.au/investors-information/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at this 2025 Annual General Meeting, the Company will be required to put to the vote a Resolution (**Resolution 4 - Spill Resolution**) to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2025 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the CEO, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

The Board, noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and that each Director (or any closely related party of a Director) is excluded from voting their shares on the Resolution, the Directors unanimously recommend that Shareholders vote in favour of the adoption of the Remuneration Report.

Resolution 2 – Re-election of Tom Stianos as Director

The Company's Constitution requires that no Director, other than a Director that is also the managing director, may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. Where required by the Corporations Act or Listing Rules, the Company must hold an election of Directors each year. If there would otherwise not be a vacancy, and no Director is required to retire, then the director who has been longest in office since last being elected must retire. If a number of Directors were elected on the same day, the Directors to retire is (in default of agreement between them) determined by ballot.

It has been agreed that Tom Stianos will retire by rotation at this Meeting.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Tom Stianos was appointed a Director of the Company on 10 October 2022.

Under this Resolution, Tom Stianos has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Tom Stianos is a highly respected leader in the Australian IT and consulting industry, with over 30 years of experience spanning executive management, board governance, and public sector leadership. He is widely recognised as one of the most successful and experienced figures in the sector, having held senior roles across both corporate and government environments.

He was formerly the Chief Executive Officer and Managing Director of SMS Management & Technology Limited (ASX:SMX), an IT consulting and systems integration firm that employed over 1,600 staff and generated revenues exceeding \$335 million. He later served as Non-executive Chair of Empired Limited (ASX:EPD), a Microsoft systems integrator and managed services provider with more than 1,000 employees across Australia and New Zealand, until its acquisition in November 2021.

He currently serves as Chairman of Xref Limited (ASX:XF1), and as a Non-executive Director of Gale Pacific Limited (ASX:GAP) and of Escient. His previous board roles include Non-executive Director of Inabox Group Limited and Chair of Empired Limited.

In addition to his corporate experience, Mr Stianos has held senior leadership positions within the Victorian Government, including roles at the Department of Premier and Cabinet, Department of Justice, and Department of Treasury and Finance.

Mr Stianos holds a Bachelor of Applied Science from the University of Melbourne and is a Fellow of the Australian Institute of Company Directors.

The Board considers Mr Stianos to be an independent Director.

The Board (excluding Tom Stianos) recommend that Shareholders vote for the Resolution to re-elect Tom Stianos. The Chair intends to vote all undirected proxies in favour of the Resolution.

Resolution 3 – Renewal of Proportional Takeover Provisions

Resolution 3 is a Special Resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, virtually, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Company's constitution contains proportional takeover bid approval provisions (Proportional Takeover Provisions) which enable the Company to refuse to register securities acquired under a Proportional Takeover Bid unless a Resolution is passed by Shareholders in general meeting approving the offer.

Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The Proportional Takeover Provisions in the current constitution vested on adoption of the constitution in 2022.

Resolution 3 seeks the approval of Shareholders to modify the constitution by renewing the Proportional Takeover Provisions for three years under section 648G(4) of the Corporations Act. The proposed Proportional Takeover Provisions set out in rule 15 are identical to those previously contained at rule 15 of the constitution.

Statement under the Corporations Act

The Corporations Act requires the Company to provide Shareholders with an explanation of the Proportional Takeover Provisions as set out below.

What is a proportional takeover bid?

A proportional off-market takeover bid (Proportional Takeover Bid) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's securities. Accordingly, if a Shareholder accepts in full the offer under a Proportional Takeover Bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the Securities.

Effect of renewal

If renewed and if a Proportional Takeover Bid is made to Shareholders of the Company, pursuant to rule 15 of the constitution, the Board of the Company shall convene a meeting of Shareholders to vote on a Resolution to approve the proportional takeover.

The Resolution is taken to have been passed if the proportion that the number of votes in favour of the Resolution bears to the total number of votes on the Resolution is greater than 50%, excluding the bidder and its associates. Where the Resolution approving the Proportional Takeover Bid is passed, transfers of securities resulting from accepting the Proportional Takeover Bid are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASX Operating Rules and the Company's constitution. If the Resolution is rejected, then under the Corporations Act the Proportional Takeover Bid is deemed to be withdrawn.

The directors consider that Shareholders should have the opportunity to renew the Proportional Takeover Provisions. Without the Proportional Takeover Provisions applying, a Proportional Takeover Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their Securities to the bidder.

Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their securities whilst leaving themselves as part of a minority interest in the Company.

Reasons for renewing the provisions

If the provisions do not apply under the constitution, a Proportional Takeover Bid may enable control of the Company to pass without Shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be 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 for their shares. The proposed Proportional Takeover Provisions decrease this risk because they allow Shareholders to decide whether a Proportional Takeover Bid is acceptable and should be permitted to proceed.

No knowledge of present acquisition proposals

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

Potential advantages and disadvantages

The renewal of the Proportional Takeover Provisions will enable the directors to formally ascertain the views of Shareholders about a Proportional Takeover Bid. Without these provisions, the directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the directors consider that renewal of the Proportional Takeover Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a Proportional Takeover Bid should be accepted.

The directors consider that renewing the Proportional Takeover Provisions benefits all Shareholders in that they will have an opportunity to consider a Proportional Takeover Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a Proportional Takeover Bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the Proportional Takeover Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the Proportional Takeover Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders renewing the Proportional Takeover Provisions, potentially, the proposal makes a Proportional Takeover Bid more difficult and a Proportional Takeover Bid will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price. The Proportional Takeover Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely with their Securities.

The directors consider that there are no other advantages or disadvantages for directors or Shareholders which arose during the period during which the Proportional Takeover Provisions were in effect, other than those discussed in this section.

On balance, the directors consider that the possible advantages outweigh the possible disadvantages so that the renewal of the Proportional Takeover Provisions is in the interest of Shareholders.

If these provisions are renewed, any proportional takeover bid for the Company will need to be approved by Shareholders before it can proceed.

The Board recommend that Shareholders vote for this Resolution. The Chair intends to vote all undirected proxies in favour of the Resolution.

Contingent Business of the Meeting

Resolution 4 – Spill Resolution

The two ‘strikes’ rule provides that if at least 25% of votes cast on the adoption of the Remuneration Report at two consecutive AGMs are against adopting the Remuneration Report, Shareholders will have the opportunity to vote on a ‘Spill Resolution’ (as described below).

At the 2024 AGM, Company received a 49.40% vote against Remuneration Report and as result received ‘first strike’. Consequently:

- If at least 25% of the votes cast on Resolution 1 are ‘against’ adopting the 2025 Remuneration Report at the Meeting, this will constitute a ‘second strike’ and the Company will be required to put Resolution 4 to meeting (as an Ordinary Resolution)
- If fewer than 25% votes validly cast against adoption Remuneration Report then there will be no ‘second strike’ and Spill Resolution not put meeting.

If the Spill Resolution is put to the Meeting and passed with more than 50% of votes validly cast in favour, then an extraordinary general meeting of Shareholders must be held within 90 days from the date of the Meeting (Spill Meeting).

If a Spill Meeting is required, all of the Company’s Directors in office when the Resolution to approve the 2025 Directors’ Report was passed (other than the Chief Executive Officer) will cease to hold office immediately before end of the Spill Meeting. This will comprise Mr Tom Rock, Ms Khatiza Brown and Mr Tom Stianos (provided he is re-elected at the Meeting pursuant to Resolution 2).

Each of Mr Rock, Ms Brown and Mr Stianos is eligible to seek re-election as a Director at the Spill Meeting and each intends to stand for re-election at that meeting.

There are no voting exclusions applicable to Resolutions to consider re-appointment of these Directors at this Spill Meeting.

The Board recommend voting against the Spill Resolution. The Chair intends to vote all undirected proxies against the Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on 1300 014 322 if they have any queries in respect of the matters set out in these documents.

Glossary

Annual Financial Report means the 2025 Annual Financial Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 29 August 2025.

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

ASIC means Australian Securities and Investment Commission.

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

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

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

Auditor's Report means the auditor's report of RSM Australia Partners dated 29 August 2025 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means SOCO Corporation Limited ACN 660 362 201.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

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

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

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

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 24 September 2025 including the Explanatory Statement.

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

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

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

Spill Meeting means the meeting that will be convened within 90 days of the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting.

Spill Resolution means the resolution required to be put to Shareholders at the Meeting if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting.

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



SOCO Corporation Ltd | ABN 61 660 362 201

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11:00am (AEST) on Sunday, 26 October 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

