



SGH Employee Share Purchase Plan Offer

TAX-EXEMPT PLAN
TAX-DEFERRED PLAN



FY26

FY26 SGH Employee Share Purchase Plan Offer

Introduction

The SGH Limited (**SGH**) Employee Share Purchase Plan (**ESPP**) has been designed to provide eligible permanent employees across SGH the opportunity to build ownership in SGH by purchasing shares on a pre-tax, salary sacrifice basis.

- Participants salary sacrifice the value of the shares they are purchasing over an eight-month period, with funds used to purchase SGH shares three times a year in arrears.
- To ensure there are no potential conflicts with the SGH Share Trading Policy, the shares are purchased:
 - Following the SGH Annual General Meeting
 - Following the release of the half-year results and
 - During May prior to the end of the financial year on June 30.
- Once shares are purchased, they are held in an employee's share plan account with Boardroom Pty Limited (**Boardroom**), the SGH Share Plan Manager.
- Similar to other shares in SGH, any dividends paid by SGH to shareholders will also be paid on shares purchased through the ESPP.

The ESPP provides opportunity to acquire shares through either one or both of these Plans:

- The Tax-Exempt Plan, where subject to meeting certain criteria, the acquisition of the shares is tax free; and
- The Tax-Deferred Plan, where the tax on the acquisition of the shares is generally deferred for two years from the date they are purchased.

To comply with taxation requirements, shares purchased through the ESPP must be held for a specific period of time and are subject to a holding lock which prevents them from being traded.

This offer document outlines how the ESPP works as well as how employees can participate and additional taxation information. The taxation information is a general description of how the shares granted under the Plans are expected to be taxed. It does not take into account your personal circumstances. It does not constitute tax advice to you. Employees should read this guide carefully and consider obtaining their own independent advice before deciding whether to participate.

It is important to note that similar to any other investment, there are risks associated with acquiring and holding shares in SGH. Share prices can fall as well as rise and accordingly the value of any SGH shares can decrease as well as increase. In addition, there is no guarantee that dividends will be paid in the future.

→ Key dates

The key dates in relation to the FY26 Employee Share Purchase Plan are:

Offer period commences	~1 September 2025
Offer period closes	~15 September 2025 (5.00pm, AEST)
Contribution period	From October 2025 to May 2026
Expected share acquisition dates	November 2025, February 2026 and May 2026
Restriction Period	Tax-Exempt Plan: 3 years from the acquisition date* Tax-Deferred Plan: 2 years from the acquisition date*

* The Restriction Period will be lifted earlier upon your ceasing employment with SGH.

TERMS of the FY26 Plan

SGH operates both a Tax-Exempt Plan and a Tax-Deferred Plan (collectively, the **Plans**). The Plans allow employees to acquire shares in SGH Ltd (ASX ticker code **SGH**) in two ways.

The FY26 invitation under the Plans (**FY26 Invitation**) offers you the opportunity to apply to acquire SGH shares using pre-tax salary and wages over the period from October 2025 to May 2026 (**Contribution Period**). The specific dates for the Contribution Period are based on the payroll cycles for each Business Unit and are detailed on the next page.

The FY26 Invitation is open to eligible employees of SGH and its subsidiaries. Further information about eligibility is provided in Section 9.

The terms of the FY26 Invitation are set out in the SGH Equity Incentive Plan Rules (**Plan Rules**) and in this booklet (**Invitation**).

You may participate in one or both of the following Plans, subject to meeting the relevant eligibility requirements.



The Tax-Exempt Plan – FY26 Employee Share Purchase Plan (Tax-Exempt Plan)

- Ability to acquire \$1,000 worth of SGH shares out of pre-tax cash salary and wages in respect of the Contribution Period.
- The shares will be acquired on a tax-exempt basis for all participants earning adjusted taxable income not exceeding \$180,000 per annum.
- Participants who earn taxable income (after adjustments) exceeding \$180,000 per annum are eligible to participate in the Tax-Exempt Plan, however the shares purchased will not be income tax-free. Participants whose taxable income (after adjustments) exceeds \$180,000 will be liable for income tax on the shares that have been acquired at their marginal income tax rate.

The calculation of adjusted taxable income is explained in more detail in Part C.

- Restriction Period of three (3) years (or earlier upon ceasing employment with SGH) from the relevant allocation date.



The Tax-Deferred Plan – FY26 Employee Share Purchase Plan (Tax-Deferred Plan)

- Ability to acquire up to \$5,000 worth of SGH shares out of pre-tax cash salary and wages in respect of the Contribution Period (subject to minimum share purchase requirements detailed below).
- Ability to defer income tax on the acquisition of shares during the Restriction Period for two (2) years from the date the shares are allocated (or earlier upon ceasing employment with SGH).
- Where you choose to acquire shares under the Tax-Deferred Plan, the minimum share purchase must be at least \$2,500.
- You can purchase up to \$5,000 worth of shares under the Tax-Deferred Plan, in increments of \$500.
- You cannot acquire more than \$5,000 worth of shares under the Tax-Deferred Plan.

Participating in both the Tax-Exempt Plan and the Tax-Deferred Plan

Where you choose to acquire shares under both the Tax-Exempt Plan and Tax-Deferred Plan, your minimum share purchase must be at least \$3,500 which comprises:

- Tax-Exempt Plan – \$1,000; and
- Tax-Deferred Plan – \$2,500.

You can purchase up to \$6,000 worth of shares, in increments of \$500, if you participate in both plans which comprises:

- Tax-Exempt Plan – \$1,000; and
- Tax-Deferred Plan – \$5,000.

Your participation in one or both of the Plans is a matter of personal preference and circumstances. The tax treatment of the two Plans is very different. You should read this booklet in full carefully and consult your accountant, solicitor or licensed financial or professional adviser if you have any queries as to whether you should participate in the FY26 Invitation, and, if so, which Plan would best suit your specific circumstances. This booklet has been prepared as a guide to help you understand the terms of each Plan and the options that are available to you. SGH reserves the right to withdraw the offer at any time

Contribution Period and Pay Cycles

To simplify the salary sacrifice calculations, the Contribution Period will run from October 2025 to May 2026 which contains:

- 8 pay cycles for monthly paid employees;
- 16 pay cycles for fortnightly paid employees; or
- 30 weekly pay cycles for weekly paid employees.

For every \$1 000 salary sacrificed to participate in the ESPP:

- Weekly paid employees will have a \$33 salary sacrifice per pay;
- Fortnightly paid employees will have a \$63 salary sacrifice per pay; and
- Monthly employees will have a \$125 salary sacrifice per pay.

The table below shows the contribution per pay period for various levels of participation in the ESPP:

	\$1,000	\$2,500	\$3,000	\$5,000
Weekly Contribution	\$33	\$83	\$100	\$167
Fortnightly Contribution	\$63	\$156	\$188	\$313
Monthly Contribution	\$125	\$313	\$375	\$625

The actual number of shares acquired will depend on the market value of SGH Ltd shares (**ASX ticker code is SGH**) at the time they are purchased, in November 2025, February 2026 and May 2026.

→ Part A Overview of Plans

1 What is the FY26 Invitation?

SGH Ltd (“**SGH**”) is offering you the choice of acquiring ordinary shares in SGH (ASX ticker **SGH**) by participating in the SGH Tax-Exempt Plan and/or the SGH Tax-Deferred Plan. You can elect to participate in one or both of the Plans. You can of course choose not to participate in either Plan, in which case you will not be able to participate until the next invitation is made (provided that you are eligible at that time) which is expected to be in 2026.

The FY26 Invitation is made under the SGH Equity Incentive Plan Rules (“**Plan Rules**”) and on the further terms and conditions set out in this booklet, which together form the terms of the FY26 Invitation. To the extent that there is any inconsistency between the Plan Rules and this Invitation, this FY26 Invitation document prevails.

A copy of the Plan Rules is available on the company intranet or by clicking the link in the invitation email sent to eligible employees.

1.1 Tax-Exempt Plan

The Tax-Exempt Plan allows you to salary sacrifice \$1,000 from your pre-tax cash salary and wages to acquire shares in SGH Limited (ASX ticker **SGH**). SGH will allocate to you the whole number of fully paid SGH ordinary shares (rounded down) that can be acquired with \$1,000. It is intended that shares will be allocated to you in three instalments:

- In November 2025
- In February 2026
- In May 2026

You will be notified when shares are allocated to you and you will not be able to sell or otherwise deal with these shares for three (3) years from the date of allocation (unless you cease employment earlier).

SGH reserves the right to change the allocation dates if necessary or appropriate to ensure compliance with the law or the SGH Share Trading Policy (as amended from time to time) or any ‘closed period’ imposed by the Company.

The shares you acquire can be income tax-free, provided your taxable income (after adjustments) for the year to 30 June 2026 does not exceed \$180,000.

The expected tax consequences of this offer, including how to calculate your taxable income after adjustments, are explained in more detail in Part C.

1.2 Tax-Deferred Plan

The Tax-Deferred Plan allows you to salary sacrifice up to a maximum of \$5,000 from your pre-tax cash salary and wages to acquire shares in SGH Limited (ASX ticker **SGH**), with any tax payable on the shares generally deferred for two (2) years. The minimum share purchase requirement is either:

- \$2,500 where you choose to acquire shares under the Tax-Deferred Plan only; or
- \$3,500, where you choose to acquire shares under both the Tax-Exempt Plan and the Tax-Deferred Plan, comprising:
 - Tax-Exempt Plan – \$1,000; and
 - Tax-Deferred Plan – \$2,500.

You can purchase up to \$6,000 worth of shares, in increments of \$500, if you participate in both plans with any additional contribution used to acquire shares under the Tax-Deferred Plan.

SGH will allocate to you the number of whole fully paid SGH ordinary shares (rounded down) that can be acquired by applying the amount you have sacrificed from your salary under the Tax-Deferred Plan throughout

the Contribution Period. Any funds remaining after the shares are acquired will be carried forward to the next allocation date or returned to you via payroll following the final allocation.

It is intended that shares will be allocated to you in three instalments:

- In November 2025
- In February 2026
- In May 2026

You will be notified when shares are allocated to you.

The Tax-Deferred Plan is a scheme to which subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (and is intended to meet the relevant conditions of section 83A-105(4) of that Act). To allow for deferral of income tax under current Australian tax laws and you will not be able to sell or otherwise deal with these shares for two (2) years from the date of allocation (unless you cease employment earlier). Your shares will be subject to a holding lock until two (2) years (or on your cessation of employment if earlier) from the date they were allocated.

SGH reserves the right to change the allocation dates if necessary or appropriate to ensure compliance with the law or the SGH Executive and Staff Share Trading Policy (as amended from time to time) or any 'closed period' imposed by the Company.

Generally, you will not have to pay income tax on the value of shares you acquire under the Tax-Deferred Plan until the end of the Restriction Period.

The expected tax consequences of this offer are explained in more detail in Part C.

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What is the difference between the two Plans?

The main differences between the two Plans are:

- the number of shares you can acquire; and
- how your shares are treated for tax purposes.

3

Can I participate in both Plans?

Yes. You may participate in both Plans as long as you meet the minimum share purchase requirements for the Tax-Deferred Plan. You should also note the adjusted taxable income cap of \$180,000 that applies to the Tax-Exempt Plan (further details are provided in Part C).

4

How much do I pay for the shares?

Under both the Tax-Exempt Plan and the Tax-Deferred Plan, you elect to "sacrifice" an amount of your pre-tax cash salary or wages. Equal instalments will be deducted from your pre-tax cash salary or wages each pay period during the Contribution Period and will depend on:

- The amount you have elected to salary sacrifice; and
- The frequency of your pay (fortnightly or monthly).

For example, if you choose to invest \$1,000 in SGH shares via the Tax-Exempt Plan, and you are paid monthly, the amount you salary sacrifice from each month's gross pay will be \$125 ($\$1,000 \div 8$). If you are paid fortnightly,

the amount you sacrifice from each fortnight's gross pay will be \$ 62.5 ($\$1,000 \div 16$). As this is a "pre-tax" amount, the effect on the after-tax pay you receive in your hands will be less than this amount.

In return for your salary sacrifice, SGH will allocate you a whole number of SGH shares of equivalent value to the amount you have sacrificed (rounded down to the nearest whole share) and it is currently intended that SGH shares will be acquired on-market in three instalments (expected to be on or about 27 November 2025, 24 February 2026 and 22 May 2026).

SGH reserves the right to change the allocation dates if required and you will be notified when shares are allocated to you. While it is intended that shares will be acquired on-market, SGH also reserves the right to issue new SGH shares rather than acquire shares on-market.

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How many shares will I acquire?

Each participant will be allocated SGH shares approximately equal to the amount you have contributed (for example if you choose to salary sacrifice \$1,000 via the Tax-Exempt Plan, you will receive approximately \$1,000 worth of shares).

The actual number of shares you receive will depend on the market value of SGH shares on each allocation date. The aggregate amount contributed by participants in the Plan will be used to acquire shares at the time of each purchase (expected to be on or about 25 November 2025, 24 February 2026 and 22 May 2026), based on the SGH share price at that time. Therefore, the number of shares allocated to you on each allocation date will be based on the average acquisition price for shares acquired at that time.

As it is not possible to purchase fractions of SGH shares, fractional entitlements to SGH shares will be rounded down to the nearest whole number.

Any remaining sacrificed salaries that are not used to purchase SGH shares under the Plan(s) on your behalf (i.e. because the value of the remaining salaries is less than the value of a SGH share) will be added to the amount available for the purchase of the next allocation of shares under the Plan(s). If at the end of the final allocation there is an amount which has not been used to acquire shares, that amount will be returned to you as gross pay less applicable tax via your nominated payroll bank account.

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When are the shares acquired?

It is currently intended that SGH shares will be acquired on-market in three instalments on or about 25 November 2025, 24 February 2026 and 22 May 2026.

SGH reserves the right to change the allocation dates from time to time. While it is intended that shares will be acquired on market, SGH also reserves the right to issue new shares rather than acquire shares on market. You will be notified of any changes to the allocation dates.

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Restrictions

To allow the Plans to satisfy the relevant tax conditions, and in order to encourage share ownership in SGH, you must hold any shares acquired under the Plans for a minimum period (**Restriction Period**). During this time you cannot sell, transfer or otherwise deal with your shares (for example, by using them as security for a loan). A holding lock will apply to your shares to enforce this restriction.

During the Restriction Period, you will have all of the benefits of a shareholder, such as the right to receive dividends and to vote. Further detail on dividends is set out in Part B.

You must comply with the SGH Executive and Staff Share Trading Policy in relation to all shares allocated under the Plans.

After the end of the Restriction Period you must continue to comply with the SGH Executive and Staff Share Trading Policy.

7.1 Tax-Exempt Plan

Under the current relevant Australian tax laws, your shares must be restricted for a period of **three (3) years** (unless you cease employment) in order for you to be able to acquire the shares income tax-free. Restrictions on all shares under the Tax-Exempt Plan will be lifted upon cessation of employment.

At the end of the Restriction Period, you are free to deal with your shares, subject to the SGH Share Trading Policy.

Intended Allocation Date	~Restriction Period End
25 November 2025	25 November 2028
24 February 2026	24 February 2029
22 May 2026	22 May 2029

7.2 Tax-Deferred Plan

If you participate in the Tax-Deferred Plan, the Restriction Period is **two (2) years** from the date the shares are allocated, or until you cease to be an employee of a company within the SGH Group, whichever is earlier.

You can apply to have the restrictions lifted earlier in certain limited circumstances, such as where you are experiencing financial difficulties.

You will be subject to income tax on the market value of shares released when the Restriction Period ends. The expected tax consequences of the Tax-Deferred Plan are explained in more detail in Part C.

At the end of the Restriction Period, you are free to deal with your shares, subject to the SGH Executive and Staff Share Trading Policy. The 2-year Restriction Period will start on the date each parcel of shares is allocated to you:

Intended Allocation Date	~Restriction Period End
25 November 2025	25 November 2027
24 February 2026	24 February 2028
22 May 2026	22 May 2028

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Does the salary sacrifice impact superannuation?

Your employer's Superannuation Guarantee (SG) super contributions will stay the same, whether or not you participate in the ESPP. They are not reduced by any salary sacrifice amounts deducted to purchase shares.

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Who can participate?

The SGH Employee Share Purchase Plan Invitation is open to all Australian full-time, permanent part-time and fixed-term employees of SGH (that is SGH and its subsidiaries) who are residents of Australia for tax purposes and have completed a minimum of 6 (six) months service with SGH.

For the FY26 Invitation employees will need to have commenced with SGH on or before 1 July 2025 to be eligible to participate.

Non-executive Directors of SGH, casual employees and fixed term contractors are not eligible to participate in the Plan.

If a person ceases to satisfy the eligibility requirements on or before the offer period for this invitation closes (~15 September 2025), that person is not entitled to participate.

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How do I participate?

The application process will be managed by Boardroom through a two-step process:

1. Eligible employees will be sent an invitation email directly from Boardroom,
2. To participate, simply follow the steps in the invitation email.

If you wish to participate in the Plans, you should read this booklet carefully and complete the application process detailed in your invitation email by ~15 September 2025 (5.00pm, AEST). You must choose whether you wish to participate in the:

- Tax-Exempt Plan; and/or
- Tax-Deferred Plan.

If you do not wish to participate in the Plans, you do not need to do anything.

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Further information?

If you have further questions in relation to the FY26 Invitation, you should contact Boardroom on:

- 1300 737 760; or
 - Alternatively, you may email your query to SGH@Boardroomlimited.com.au for a response within 24 hours.
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→ Part B Frequently Asked Questions

The "Frequently Asked Questions" set out in this section merely provide some general information and are not intended to cover all issues which may be relevant to you. To the extent that any advice is given in this document, it is general advice only and accordingly, as appropriate, you should seek advice from your accountant, solicitor or licensed professional adviser as to the consequences of participating in the offer in your particular circumstances.

Q1. What are shares?

SGH Limited ACN 142 003 469 ("SGH") is a public company listed on the Australian Securities Exchange (ASX) identified by the ASX ticker "SGH". Any person can own a part of SGH by acquiring SGH shares. The acquisition of shares makes you a part-owner, or a shareholder, of SGH.

- Most public companies have thousands of owners.
- The buying and selling of SGH shares takes place on the ASX.
- The price at which the shares are sold is called the "market price" and is determined by buyers and sellers in the market.

An up-to-date price can be obtained by either:

- Checking the details of sales in the daily newspapers;
- Accessing the SGH Website: www.sghl.com.au; or
- Accessing the following link on the ASX website:
<https://www2.asx.com.au/markets/company/SGH>

Q2. What is a dividend?

A dividend is paid to shareholders as a share of the profits of a company. The amount of dividend paid to shareholders depends upon the performance of the company.

Dividends paid to shareholders are subject to tax, with the amount of tax required to be paid dependent on:

- The total value of the dividend;
- The extent to which dividends are franked (the tax paid at the company level which is credited the shareholder); and
- The marginal tax rate of the shareholder.

Companies will declare if dividends are to be paid when they release their half year and/or full year results and will detail:

- The amount of the dividend;
- Whether the dividend is franked;
- The Record Date – the shareholder with the share on that date will receive the dividend; and
- The Payment Date – the date the dividend will be paid.

Q3. Will I receive dividends on my shares in the Plan?

Once shares are purchased and allocated to employees participating in the Plan, they are treated the same as any other shares and will be entitled to dividends. Any shares held by you at the Record Date will receive dividends on or around the Payment Date. SGH has a history of paying out dividends that are generally 100% franked.

Q4. What happens if I decide to participate in the Plan(s)?

If you apply to participate in either or both of the Plans, you are deemed to have:

- agreed to be bound by the Plan Rules (as applicable and as varied from time to time) and the terms of this Invitation (as set out in this booklet and the Plan Rules);
- agreed to be bound by the Company's Constitution in relation to any shares allocated to you;
- agreed to:
 - your tax file number (TFN) you provided to SGH (or one of its subsidiaries) as an employee of SGH being provided to Boardroom as agent for the Company and also as administrator of the Plans; and
 - your TFN being provided to the Australian Taxation Office (ATO) and any other regulatory authorities as permitted under law;
- agreed to the banking details you have previously provided to SGH (or one of its subsidiaries), and any personal information you provide to Boardroom as part of the Invitation process or ongoing administration of the Plans, being used for the purposes of administering the Plans;
- acknowledged that SGH (or one of its subsidiaries) may be required or authorised to collect your personal information under laws including tax legislation and corporations legislation, and that limited details about shareholders are available to members of the public on request;
- appointed the Company Secretary as your agent and attorney under Rule 15.2 of the Plan Rules;
- acknowledged that the rights you have in relation to the shares allocated to you are limited to those conferred on you pursuant to the terms of this Invitation; and
- acknowledged that the terms of this Invitation do not form part of your employment contract and participation in the Offer does not entitle you to participate in future offers (if any).

Q5. What will my shares be worth in the future?

The future value of any SGH shares cannot be predicted. The market price of shares listed on the ASX varies daily due to many factors, such as a company's level of profitability and prevailing economic and financial market conditions.

Q6. Can the value of my shares go down?

Yes. As with shares in any company, the SGH share price may vary up or down.

Q7. What are the risks of investing in shares under the Plans?

As with any other investment, owning shares carries some risk including:

- If SGH's profits fall or SGH makes a loss, dividends may not be paid or maintained; and
- The market price of SGH shares may fall, depending upon factors such as the performance of SGH, the performance of the economy and general financial market conditions.

There are also tax risks associated with acquiring and holding shares and general information about tax is included in Part C of this document.

Q8. How much can I invest?

How much you choose to invest in the Plans from your pre-tax cash salary and wages is completely up to you.

- If you participate in the Tax-Exempt Plan, you may only invest \$1,000.
- If you participate in the Tax-Deferred Plan only:
 - You must invest a minimum of \$2,500;
 - Up to a maximum of \$5,000 in increments of \$500.
- If you choose to acquire shares under both the Tax-Exempt Plan and the Tax-Deferred Plan, you must invest a minimum of \$3,500 comprising:
 - Tax-Exempt Plan – \$1,000; and
 - Tax-Deferred Plan – \$2,500.

Up to a maximum of \$6,000 in increments of \$500 comprising:

- Tax-Exempt Plan – \$1,000; and
- Tax-Deferred Plan – \$5,000.

The amount you wish to invest will determine whether you can participate in one or both of the Plans.

For example, if you wish to participate in the Plan(s), and have \$1,000 to invest for the Contribution Period:

- You may only invest in the Tax-Exempt Plan due to the minimum share purchase requirements for the Tax-Deferred Plan;
- \$125 will be deducted from your monthly, or \$63 from your fortnightly, gross salary; and
- You will be allocated a total of \$1,000 worth of shares over the three allocation dates.

Under current Australian tax laws, where your taxable income (after adjustments) for the year ending 30 June 2026 does not exceed \$180,000, you should receive the shares acquired under the Tax-Exempt Plan income tax-free. The expected tax consequences of participating in the offers are explained in more detail in Part C.

Q9. How many shares will I acquire?

The number of shares you acquire will depend on the market value of SGH shares on the date of allocation. The aggregate amount contributed by participants in the Plan(s) will be used to acquire shares at the relevant time, based on the SGH share price. Therefore, the number of shares allocated to you on each allocation date will be based on the average acquisition price for shares acquired at that time.

SGH reserves the right to change the allocation dates from time to time. You will be notified of any changes to the allocation dates.

Q10. Can I sell the shares?

You cannot sell the shares during the Restriction Period. Please refer to Part A, Section 7 for details on the Restriction Period under the Tax-Exempt Plan and the Tax-Deferred Plan.

SGH may implement any procedure it deems appropriate to restrict you from transferring or selling your shares during the Restriction Period and, accordingly, during the Restriction Period your shares will be subject to a holding lock.

You will be notified when your Restriction Period ceases, after which you will be free to dispose of or otherwise deal with your shares, subject to the terms of the SGH Executive and Staff Share Trading Policy. You will be responsible for costs incurred in relation to selling your shares.

A copy of the SGH Share Trading Policy is available on the SGH website: [SGH-Share-Trading-Policy-2024-Updated-November-2024-final.pdf](#)

Q11. Can I withdraw my participation in the Plans?

Yes, if you complete an application form to participate in either the Tax-Exempt Plan or the Tax-Deferred Plan and later decide you would like to withdraw from the SGH Employee Share Plan prior to the end of a financial year, you can apply to do so.

To withdraw participation, please contact Boardroom Pty Limited on 1300 737 760 or via email at SGH@Boardroomlimited.com.au for the relevant form. Your withdrawal from the Plan(s) will take effect no more than 45 days after you submit the withdrawal form.

In general, amounts deducted from your pre-tax cash salary and wages prior to the date your withdrawal form is received by Boardroom Pty Limited and your withdrawal has been approved, will be used for the next share allocation, but no further amounts will be deducted from your pre-tax cash salary and wages after receipt and approval of your withdrawal form.

Q12. How do I apply for my shares to be released?

Your shares will automatically be released after three (3) years under the Tax-Exempt Plan and after two (2) years under the Tax-Deferred Plan from date the shares were allocated.

In relation to shares acquired under the Tax-Deferred Plan, you can apply for your shares to be released earlier than two (2) years in certain limited circumstances, such as where you are experiencing financial difficulties (in which case you should make the request through Boardroom Pty Limited, who will forward the request to SGH for assessment by the Board, or its delegate).

Under both the Tax-Exempt Plan and the Tax-Deferred Plan, your shares will be released if your employment with SGH ceases, **unless** you participate in the Tax-Exempt Plan and you remain employed by your current employer which is sold or transferred out of SGH. The restrictions in place on shares acquired under the Tax-Exempt Plan will remain in place.

Q13. Can a family member take up the offer of the shares?

No. This offer is made to you personally and, if you decide to participate in the Plan(s), the shares will be allocated in your name.

Q14. What if I leave SGH during a financial year in which I am participating in the Plan?

If you cease employment with SGH between allocation dates then shares will not be allocated to you on the next allocation date and you will receive a separate payment (with the relevant tax withholding deducted) as part of your termination arrangements for any amounts which have been deducted from your pre-tax cash salary and wages since the previous allocation date.

Q15. What if I leave SGH during the Restriction Period?

1. Tax-Exempt Plan

If you choose to participate in the Tax-Exempt Plan and you leave SGH for any reason (including, for example, resignation or retirement) you will retain your shares and the three (3) year Restriction Period on your shares will normally cease. You will then be free to deal with your shares as you please, subject to the terms of the SGH Executive and Staff Share Trading Policy.

2. Tax-Deferred Plan

If you choose to participate in the Tax-Deferred Plan and you leave SGH for any reason (including, for example, resignation or retirement) you will retain your shares and the two (2) year Restriction Period on your shares will cease. You will then be free to deal with your shares as you please, subject to the terms of the SGH Executive and Staff Share Trading Policy.

On termination of your employment, income tax may be payable. Please refer to Part C for a summary of applicable tax laws.

Q16. What happens if there is a change in Control of the Company?

If a Change of Control Event occurs (which includes a Takeover Bid or any other transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change in the Control of the Company), then unless the Board determines otherwise, the restrictions on your Plan shares will cease to have effect in accordance with the Plan Rules.

You should refer to Rule 9 of the Plan Rules for further details.

Q17. If I do not accept the offer will I be given another opportunity?

This offer by SGH is made under the SGH Tax-Exempt and Tax-Deferred Plans.

The Board, in its absolute discretion, may make future offers under the Plans on such terms as it determines.

As at the date of this offer, the Board proposes to make further similar invitations each year under the Plans. The Board will review the operation of the Plans from time to time and may amend or vary the operation of the Plans or suspend or terminate the Plans at any time.

Q18. Do I have to apply to participate each year?

Yes. You will be sent a new offer each year that SGH invites employees to participate in the SGH Tax-Exempt and Tax-Deferred Plans.

You will be advised of the terms applying to the new annual offer at that time.

Q19. Do I have to participate in the FY26 Invitation?

No. There are no employment advantages or disadvantages related to whether or not you participate in the Plans.

Q20. Who pays for brokerage on the shares?

Shares are normally bought and sold through a stockbroker, who is an agent licensed to buy and sell shares on the ASX. When shares are bought or sold, the stockbroker charges commission, referred to as brokerage.

In respect of the FY26 Invitation, you will not be required to pay brokerage on the acquisition of your shares under the Plans. SGH reserves the right to change this policy.

However, if you sell the shares, then normal brokerage and other selling costs will be at your expense.

Q21. Who is managing or administering the Plans?

Boardroom Pty Limited has been appointed to manage and administer the Plans. In that role, Boardroom Pty Limited will keep track of your shares and provide you with information about your shareholding including holding statements and dividend advice statements. Boardroom Pty Limited will also offer you 24 hour online secure access to your shareholding via Employee Serve: www.employeeserve.com.au, as well as a telephone hotline and email address for any queries you may have, Monday to Friday 8:30am – 5:30pm (AEST).

During the offer period, you may call Boardroom Pty Limited by phone on 1300 737 760 or by emailing SGH@Boardroomlimited.com.au.

→ Note

The Plans are operated by SGH as an incentive to promote mutual interdependence between SGH and eligible employees and to further align employee interests with the interests of the Company's shareholders. It is intended that shares will be acquired on-market, but if any shares are issued under the FY26 Invitation, they are not issued by SGH for the purpose of fundraising or on sale.

→ Part C Summary of Tax Consequences

This taxation summary sets out some general guidelines about the expected tax implications for SGH Group employees, who are residents of Australia for tax purposes participating in the Plan. The information in this summary reflects the relevant legislation as at 6 February 2025 and assumes that you acquire the shares directly as an SGH Group employee, and that you are, and remain, a resident of Australia (though not a temporary resident) for tax purposes. There are specific rules regarding non-employee contractors, temporary residents and those whose residency status changes. These rules need to be considered on a case-by-case basis and you should consult your tax adviser in these circumstances.

This summary is also prepared on the basis that immediately after you acquire the Shares you (together with your associates):

- do not hold a beneficial interest (including any shares that can be acquired pursuant to any right) in more than 10% of the shares in SGH; and
- are not in a position to cast, or control the casting of, more than 10% of the maximum

number of votes that might be cast at a general meeting of SGH (including any shares that can be acquired pursuant to any right).

This summary is a general description of how the shares granted under the Plans are expected to be taxed. It does not take into account your personal circumstances. It does not constitute tax advice to you. You should seek your own tax advice from an independent adviser. This summary is confined to taxation issues and is only one of the matters you need to consider when making a decision about your investments. You should obtain professional advice about the specific consequences for you participating in the Plan before making a decision about your investments. We are not required to hold an Australian Financial Services License to provide you with this taxation summary. SGH and its subsidiaries shall not be responsible to any person who relies on the information provided.

This taxation summary should be read in conjunction with the Plan documentation, including the Plan Rules.

1 Tax-Exempt Plan

Will I be taxed when my salary is reduced by the pre-tax contribution amount?

No. The amount of your pre-tax contribution will not be taxable when your salary is reduced for the contribution amount.

Will I be taxed on my pre-tax contributions that are used to acquire shares?

Your tax position will depend on whether your adjusted taxable income is higher or lower/equal to \$180,000 for the relevant income year in which you acquire your shares (i.e. the year ended 30 June 2026 for the FY26 Invitation). Please see below for how to calculate your adjusted taxable income.

You must declare the value of the shares allocated in your tax return for the year in which the shares

were acquired. You will be provided with an Employee Share Scheme (ESS) statement following the end of the relevant tax year to assist you with reporting the value of the shares acquired in your tax return. SGH will also report to the ATO on the employee share schemes operated by SGH.

If your taxable (after adjustments) income is equal to, or less than, \$180,000:

You will not be subject to tax on the shares allocated under the Tax-Exempt Plan (providing the value of the shares acquired, calculated on the respective date(s) of acquisition, does not exceed \$1,000). Even though you are required to report the value of the shares allocated to you as assessable income in your tax return, provided your taxable income (after adjustments) is no more than \$180,000, the value of the shares for tax purposes (up to \$1,000 per tax year) is reduced to nil when the ATO assesses your tax return.

As noted above, you must declare the value of the shares allocated to you in your income tax return for the year in which the shares were acquired. SGH will provide you with an ESS statement following the end of the relevant tax year to assist you with reporting the value of the shares acquired in your tax return.

If your taxable income (after adjustments) exceeds \$180,000:

You will be subject to income tax (at your marginal rate) and the Medicare levy, on the value of the shares acquired under the Tax-Exempt Plan, based on the market value of the shares on the respective acquisition date(s). In addition, the Medicare levy surcharge may apply where the relevant threshold is met and where appropriate private patient hospital cover is not held.

How to calculate your taxable income (after adjustments)

Your adjusted taxable income for the purposes of the Tax-Exempt Plan is the sum of the following:

- Your taxable income for the income year (including the value of the shares you acquire under the Tax-Exempt Offer);
- Your reportable fringe benefits for the income year;

- Your reportable superannuation contributions (if any) for the income year; and
- Your total net investment losses for the income year (e.g. negative gearing losses).

Note that you may not be in a position to calculate your final taxable income (after adjustments) for the tax year until *after the end of the financial year*. Example 1 in Part D illustrates how to calculate your taxable income (after adjustments).

Will I be taxed when I sell my shares acquired under the Tax-Exempt Plan?

When you sell your shares acquired under the Tax-Exempt Plan (in an arm's length disposal) you will be subject to capital gains tax on the difference between the market value of the shares on the acquisition date, and the net sales proceeds you receive. However, if you do not sell the shares for at least 12 months after the acquisition date (not including the days of acquisition or sale), only half the gain is taxable (any available capital losses must be offset against capital gains before applying the 50% capital gains discount).

If the shares have fallen in value since you acquired them, this may result in a capital loss that may be applied to offset other capital gains (but not against other income arising in the same or in a future tax year).

2 Tax-Deferred Plan

This summary assumes the value of the shares acquired, as at the respective acquisition date(s), under the Tax-Deferred Plan does not exceed \$5,000 in the tax year.

Will I be taxed when my salary is reduced by the pre-tax contribution amount?

No. The amount of your pre-tax contribution will not be taxable when your salary is reduced for the contribution amount.

Will I be taxed on my pre-tax contributions that are used to acquire shares?

No. You will not be taxed when pre-tax contributions are used to acquire shares under the Tax-Deferred Plan.

Will I be taxed at the end of the Restriction Period?

Under the Tax-Deferred Plan, you will be subject to income tax (at your marginal rate), and the Medicare levy on the shares acquired (in addition, the Medicare levy surcharge may apply where the relevant threshold is met and where appropriate private patient hospital cover is not held), on the ("Taxing Event"):

- The date the restrictions on your shares are lifted (usually the end of the Restriction Period (normally two years after the date the shares are allocated to you) or if this occurs before the end of the Restriction Period).
Note restrictions on disposal are also released on cessation of employment.

You must declare the value of the shares acquired in your tax return for the year in which the Taxing

Event occurs. You will be provided with an ESS statement following the end of the relevant tax year to assist you with reporting the value of the shares in your tax return. SGH will also report to the ATO on the employee share schemes operated by SGH.

The amount subject to income tax will be the market value of the shares on the date of the Taxing Event (as described above). However, if you sell the shares within 30 days of the Taxing Event, you will instead be subject to income tax (at your marginal rate) and the Medicare levy on the net sale proceeds received, and the date of the Taxing Event will be the date of sale. In addition, the Medicare levy surcharge may apply where the relevant threshold is met and where appropriate private patient hospital cover is not held. In this case, no further tax, such as capital gains tax (CGT), will be payable (note that the net sale proceeds will be taxed as ordinary income, not as a capital gain, even though you may have owned the shares for more than 12 months).

Will I be taxed when I sell my shares acquired under the Tax-Deferred Plan?

When you sell your shares acquired under the Tax-Deferred Plan (more than 30 days after the Taxing Event and in an arm's length disposal) you should be subject to CGT on the difference between the market value of the shares at the Taxing Event, and the net sales proceeds you receive. However, if you do not sell the shares for at least 12 months after the Taxing Event (not including the days of the Taxing Event and sale), only half the gain is taxable (any available capital losses must be offset against capital gains before applying the 50% capital gains discount).

If the shares have fallen in value since the Taxing Event, this may result in a capital loss that may be applied to offset other capital gains (but not against other income arising in the same or in a future tax year).

3 Dividends

You will be required to pay tax on any dividends received on your shares.

This applies to both the Tax-Exempt and Tax-Deferred Plans.

Both franked and unfranked dividends are included in assessable income and must be declared on your tax return. Any franking credit attaching to a dividend is also part of your assessable income and must also be declared. However, the franking credit associated with franked dividends acts as a

tax offset. This will have the effect of reducing or otherwise eliminating the tax payable on the dividend income subject to your prevailing tax rate, provided you meet the relevant holding period requirement or the total amount of franking credits you receive in the year does not exceed \$5,000.

You will receive an annual tax statement and dividend summary from Boardroom Pty Limited to assist you to complete your tax return.

4 Employer withholding and reporting

SGH will not be required to withhold tax in respect of any taxable income arising on the taxing event for shares acquired under the Tax-Exempt Plan and Tax-Deferred Plan.

By participating in the Plan(s) you have agreed for SGH to provide your tax file number (TFN) to Boardroom for the purposes of administering the plan and reporting requirements for the ATO.

Following the end of the relevant tax year, SGH will be required to provide details of shares you acquire under the Tax-Exempt Plan, and the shares

acquired under the Tax-Deferred Plan at the time of the Taxing Event, to the ATO. SGH will provide you with details of the estimated amounts to be reported in your tax return shortly after the end of the relevant tax year (i.e., the year in which the shares are acquired in relation to the Tax-Exempt Plan, and the year in which the Taxing Event occurs for shares acquired under the Tax-Deferred Plan).

As part of Boardroom's appointment to manage and administer the Plans, SGH has appointed Boardroom as its agent for the purposes of meeting these reporting obligations (including but

not limited to AIIR reporting, quarterly TFN reporting and Employee Share Scheme reporting).
