SGH

FY26 SGH Employee Share Purchase Plan Offer
Frequently Asked Questions

The "Frequently Asked Questions" set out in this section provide some general information to assist understand the offer and is 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.

1 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.

Plan 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.

Plan 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.

2 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).

3 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 ÷ 8). If you are paid fortnightly, the amount you sacrifice from each fortnight's gross pay will be $62.5 ($1,000 ÷ 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 in November 2025, February 2026 and 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.

4 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, 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.

5 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.

6 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.

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) 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

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

7 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.

8 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.

9 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.

10 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.

11 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.

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.