

2024

ANNUAL GENERAL MEETING NOTICE



EXPERIENCE CO LIMITED

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Experience Co Ltd (**EXP or the Company**), one of Australia and New Zealand's leading adventure tourism operators, advises that the 2024 Annual General Meeting (**AGM**) of Shareholders of the Company for purposes of transacting the items of business set out in this Notice of Meeting (**Notice**), will be held on:

Date: Tuesday 26 November 2024

Time: 11:30 am (AEDT)

Place: RSM offices, Level 13, 60 Castlereagh Street, Sydney, NSW 2000

Explanatory Notes

All information included in this Notice should be read in conjunction with the Explanatory Notes, which form part of this Notice of Meeting.

If you are in doubt about any part of the business of the AGM, please consult your professional adviser or the Company Secretary, Fiona van Wyk by email at f.vanwyk@experienceco.com.

Voting Information & Proxy Form

Please read the Voting Information section carefully to understand your voting eligibility.

ORDINARY BUSINESS

FY24 Financial and Other Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2024.

The FY24 Annual Report can also be viewed on the EXP website: www.experienceco.com/investor-centre.

FY24 Remuneration Report

Resolution 1

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

"That the Remuneration Report contained in the Directors' Report for the financial year ended 30 June 2024 be adopted."

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

Refer page 7 for Voting Exclusions in respect of resolution 1.

Re-election of Directors

Resolution 2 – Re-election of Neil Cathie (Neil) as Non-Executive Director

To consider and, if thought fit, to pass the following ordinary resolution:

"That Neil who retires in accordance with clause 11.5 of the Company's Constitution, and being eligible offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3 - Re-election of Anthony Boucaut (Anthony) as Non-Executive Director

To consider and, if thought fit, to pass the following ordinary resolution:

"That Anthony who retires in accordance with clause 11.5 of the Company's Constitution, and being eligible offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4 - Re-election of Alexander White (Alex) as Non-Executive Director

To consider and, if thought fit, to pass the following ordinary resolution:

"That Alex who retires in accordance with clause 11.4 of the Company's Constitution, and being eligible offers himself for re-election, be re-elected as a Director of the Company."

Amendment to the Company's Constitution

Resolution 5

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

"That, the Constitution of the Company be modified by making the amendments set out in the amended Constitution tabled at the AGM and signed by the Chair of the AGM for purposes of identification, with effect from the close of the AGM."

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice and are intended to assist in consideration of the business proposed at the AGM.

Questions

The Company invites you to submit questions (relevant to the business of the AGM or in relation to the conduct of the audit for the year ended 30 June 2024) in writing to the Company or to the Company's auditor, at either of the addresses below. Written questions must be received no later than 5:00 pm (AEDT) on Tuesday 19 November 2024.

Email address: f.vanwyk@experienceco.com

By mail to:

The Company Secretary
Experience Co Limited
Level 5, 89 York Street, Sydney NSW 2000

During the AGM, the Chair will address as many of the more frequently raised Shareholder questions as reasonable. Please note that individual responses will not be sent to Shareholders.

ORDINARY BUSINESS

FY24 Financial Reports

The Corporations Act 2001 (Cth) (**Corporations Act**) requires that the Financial Report, the Directors' Report and the Auditor's Report for each financial year (**Financial Reports**), be laid before the AGM. The Constitution also provides for the Financial Reports to be received and considered at the AGM.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the AGM on the Financial Reports.

Shareholders will be given a reasonable opportunity to raise questions on the Financial Reports at the AGM. In addition, a reasonable opportunity will be given to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

Resolution 1 – FY24 Remuneration Report

The Corporations Act requires that the Directors prepare the Remuneration Report as set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity to comment or raise questions in relation to the Remuneration Report at the AGM.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote **in favour** of this resolution.

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

Refer page 7 for Voting Exclusions in respect of resolution 1.

Re-election of Non-Executive Directors

Resolution 2 – Re-election of Neil Cathie (Neil) as Non-Executive Director

In accordance with clause 11.5 of the Constitution of the Company, one third of Directors must retire at each AGM, and no Director can hold office for more than three years or past the third AGM following the Directors' appointment or re-election, whichever is the longest.

Neil was re-elected as a Non-Executive Director at the 2021 AGM and being eligible offers himself for re-election at the AGM. Neil is also Chair of the Audit & Risk Committee and a member of the Remuneration and Nomination Committee.

Experience and Background

Neil was previously Chief Financial Officer, Company Secretary and GM Finance and IT of Australia's largest and most successful plumbing and bathroom distributor Reece Ltd and Non-Executive Director of Millennium Services Group Ltd.

Neil is currently Non-Executive Chair of Coventry Group Limited (ASX: CYG) and Non-Executive Director of Bowen & Pomeroy Pty Ltd.

Neil is a Fellow of CPA Australia (FCPA), a graduate member of the Australian Institute of Company Directors (GAICD) and a Fellow of the Governance Institute of Australia (FGIA).

Board Recommendation

*The Directors unanimously recommend that Neil be re-elected as a Director of the Company and that Shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

Resolution 3 – Re-election of Anthony Boucaut (Anthony) as Non-Executive Director

In accordance with clause 11.5 of the Constitution of the Company, one third of Directors must retire at each AGM, and no Director can hold office for more than three years or past the third AGM following the Directors' appointment or re-election, whichever is the longest.

Anthony was re-elected as a Non-Executive Director at the 2021 AGM and being eligible offers himself for re-election at the AGM.

Experience and Background

Anthony successfully completed Australia's first adventure tourism IPO in 2015, listing his business, Skydive The Beach and acquired several skydiving businesses across Australia and New Zealand.

Anthony has more than 35 years' experience in the aviation industry and over 30 years' experience in skydiving. During his final years at university, Anthony formed a skydiving business known as Skydive The Beach, a new business model that brought tandem skydiving to the public in populated areas landing predominantly near or on the beach. Anthony led the business as Chief Executive Officer from inception in 1999 until 2017 with a break for ill health.

Anthony holds a Bachelor of Science (BSc), is a qualified Aviation Electronics Engineer (ATC), a former Australian Defence Force member (for 7 years), an approved member of the Australian Parachuting Federation (APF) and an Aviation CEO approved by the Civil Aviation Safety Authority Australia (CASA).

Anthony is also owner and Director of numerous private companies.

Board Recommendation

*The Directors unanimously recommend that Anthony be re-elected as a Director of the Company and that shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

Resolution 4 – Re-election of Alexander White (Alex) as Non-Executive Director

In accordance with clause 11.4 of the Constitution of the Company, a director appointed to fill a casual vacancy or as an addition to the Board will hold office until the next AGM of the Company, at which the Director may be re-elected.

Alex was appointed as a Non-Executive Director of the Company on 3 November 2023 and being eligible offers himself for re-election at the AGM.

Experience and Background

Alex is Managing Director of Richmond Hill Capital which is a long-term substantial shareholder of Experience Co.

Alex has over 15 years corporate and investment management experience with previous roles as a Portfolio Manager at Viburnum Funds and Analyst at Cooper Investors.

Alex is currently a Non-Executive Director of Coventry Group (ASX: CYG).

Board Recommendation

*The Directors unanimously recommend that Alex be re-elected as a Director of the Company and that Shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

Resolution 5 – Amendment to the Company's Constitution (Special Resolution)

It is proposed that the Company's Constitution be amended to reflect changes in law, regulation and market practice to allow the Company to hold general meetings using virtual meeting technology.

The amendments to the Constitution clarify that the Board may (but does not have to) hold a general meeting using or with the assistance of any technology that gives Shareholders as a whole a reasonable opportunity to participate in the meeting, which may include electronic participation facilities or linking separate meeting places together by technology. This will permit the Company to hold fully virtual meetings (where there is no ability to attend at a physical location).

There are also some flow-on changes being proposed, such as clarifying that if a meeting is adjourned or postponed, the Board may determine to use any meeting technology for the adjourned or postponed meeting.

Under the Corporations Act, companies are permitted to hold physical and hybrid meetings, but are only permitted to hold fully virtual meetings where the Company's Constitution requires or expressly permits the Company to do so. The proposed amendments are intended to address this requirement.

Additional information

Resolution 5 is a special resolution and requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

A copy of the modified Constitution is available for review by Shareholders at the registered address of the Company and is available on the Company's website. A copy of the modified Constitution will also be sent to Shareholders upon request to the Company Secretary at f.vanwyk@experienceco.com.

Board Recommendation

*The Directors unanimously recommend that Shareholders vote **in favour** of this resolution.*

*The Chair of the AGM intends to vote all available proxies **in favour** of this resolution.*

VOTING INFORMATION

Entitlement to Vote

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Act that, for the purpose of entitlement to vote at the AGM, shares will be taken to be held by those who hold them at 7:00 pm on Friday 22 November 2024.

Majority Required

Resolutions 1 to 4 are ordinary resolutions and require the approval of 50% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Resolution 5 is a special resolution and requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

How to Vote

Voting Methods

Shareholders can vote in one of the following ways:

- By attending the meeting and casting votes in person;
- Using the online voting facility, either in person, by attorney or in the case of corporate Shareholders, by a corporate representative; or
- By appointing a proxy to attend and vote at the meeting on your behalf by following the instructions on the proxy form.

Voting on the items set out in this Notice will be conducted on a Poll.

Voting Deadline

To be valid, the form appointing a proxy (instructions on proxy form) must be completed by 11:30 am (AEDT) on Sunday 24 November 2024 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Proxy appointments received after this time will be invalid.

Proxy Voting

To appoint a proxy, Shareholders must visit www.votingonline.com.au/expagm2024 and follow the prompts and instructions. Shareholders will need their Voting Access Code (VAC) which is on your proxy form or by contacting Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) for assistance.

For proxy appointments to be effective, they must be completed by the time specified in the Voting Deadline section in this Notice.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf, and on a poll, the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

A proxy need not be a Shareholder of EXP.

The Corporations Act provides the following for the processing of proxy votes.

Directed Proxy Votes

If you appoint someone other than the Chair of the meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chair of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Undirected Proxy Votes

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of EXP's Key Management Personnel or their closely related parties voting as a proxy on resolution 1, if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting as they think fit.

Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

If you wish to appoint a Director (other than the Chair) or other member of EXP's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on resolution 1 by completing the "For", "Against" or "Abstain" boxes.

The Chair will exercise your vote on your behalf on all resolutions as he sees fit, if you appoint the Chair as your proxy, but do not direct him how to vote (in which case the Chair will vote **in favour** of each resolution).

Revocation of proxies

Any revocation of proxies must be made at www.votingonline.com.au/expagm2024 before the time of the commencement of the meeting.

Voting by Corporations

To vote at the AGM (other than by proxy), a corporation that is a Shareholder must appoint a person to act as its representative. A letter of representation, including any authority under which it is signed, must be lodged with Boardroom Pty Ltd (the Company's share registry) prior to the commencement of the AGM.

Proxy Voting by Chair

The Chair of the AGM intends to vote all undirected proxies **in favour** on all resolutions.

Voting Exclusions

Resolution 1 – Adoption of FY24 Remuneration Report

Voting Prohibition Statement

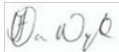
The Company will disregard any votes cast in favour of resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act) details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) of such a member. However, a person (the voter) described above may cast a vote on resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on resolution 1; or
- b) the voter is the Chair of the AGM and the appointment of the Chair of the AGM as proxy does not specify the way the proxy is to vote on resolution 1; and expressly authorises the Chair to exercise the proxy even though resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further Information

If you are unable to access any of the AGM documents online please contact Boardroom Pty Ltd on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to arrange a copy.

By order of the Board



Fiona van Wyk
Company Secretary
25 October 2024

EXPERIENCECO

Experience Co Limited ACN: 167 320 470

Corporate Directory

Directors:	Kerry Robert (Bob) East (Chair of Board) Anthony Boucaut Neil Cathie Michelle Cox Alex White John O'Sullivan
Company Secretary:	Fiona van Wyk
Registered Office:	Level 5, 89 York Street, Sydney, NSW 2000
Principal Place of Business:	Level 5, 89 York Street, Sydney, NSW 2000
Auditors:	RSM Australia Partners Level 13, 60 Castlereagh Street Sydney NSW 2000
Share Registry:	Boardroom Pty Ltd Level 8, 210 George Street Sydney NSW 2000
Bankers:	Commonwealth Bank of Australia Level 8, 11 Harbour Street, Sydney NSW 2000
ASX Listing Code:	EXP
Website:	www.experienceco.com

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