

2022 AGM transcript

Mr Moffatt: Good morning. I'm David Moffatt, Chairman of Ventia Services Group Limited and I'd like to welcome you all to our first Annual General Meeting as an ASX and an NZX listed entity. Before we begin, I'd like to respectfully acknowledge the Traditional Owners and custodians of country throughout Australia and their connection to land, sea and community. We pay our respects to them, their cultures and their Elders past, present and emerging. We recognise and celebrate the culture of New Zealand, where our teams respect local iwi and communities across the country.

I'd like to first address some procedural items, given we're meeting in a virtual environment. I and your fellow Directors value the opportunity to engage with our shareholders at the Annual General Meeting, but given the ongoing impact of COVID, we've chosen to hold this meeting virtually. We do not want to lose the opportunity though to engage with our retail holders, so we are proposing to hold an investor day at a later date for which we will extend an invite to all of our retail holders.

For this meeting, our investors will be provided with the opportunity to vote and to ask questions in real time via the Computershare online meeting platform. Step-by-step details on how to submit questions and attend the meeting have been provided via the online meeting guide on our website. The online question platform is now open and I encourage shareholders to submit their questions at any point during the AGM.

Questions can be submitted in writing online or asked verbally using the phone number which is displayed on the online meeting platform, or over the phone once you've identified yourself as a shareholder. If at any time you encounter technical difficulties, please contact Computershare on the number displayed on this slide, or in the online meeting guide available on the Ventia website.

We have a quorum, so I would like to formally declare the meeting open. Consistent with our number one brand promise of safety and health above all else, I'd like to start our meeting with a safety share. The recent flooding and weather that we've seen over the eastern states of Australia particularly have been disastrous for many local communities. Our workforce operates in many of these communities, ensuring that infrastructure can continue to operate and in many cases, they've been actively involved in the clean-up effort. These conditions represent material safety considerations for our business. We need to ensure that getting our job done does not impact on the way the health and safety of our people and the community in which we operate are affected.



These recent floods meant all hands on deck for all our Ventia employees. We deployed above average elements of our safety components, including safety briefings for driving in wet conditions, communications on how to approach flooded conditions and perhaps more interestingly, our whole corporate office was co-opted to assist the teams with dealing with the flood-affected clients and members of the community. All our internal meetings were cancelled and these corporate resources were redeployed on the phones and in the field to supplement and reduce the workloads across our frontline workforce, thereby minimising the time to execute rectification work to flood-affected homes and businesses. We managed through this crisis to keep our people safe and many of our clients have recognised that we went above and beyond in delivery of our services. A great example of our strategy of redefining service excellence.

I will now introduce our directors, who are either here with me in North Sydney or online and I'd like to start on my right, on the far right, with Anne Urlwin, who joined the Board in October 2021. Anne is the New Zealand-based professional Director with experience in a range of sectors directly relevant to Ventia's operation. Anne is chair of our Safety and Sustainability Committee and a member of the Nominations Committee, Audit, Risk and Compliance Committee and the People and Remuneration Committee.

Jeff Forbes, our Lead Independent Non-Executive Director; Jeff joined the Board in October 2021 and is an experienced CFO, chair and company director with over 30 years' experience in mergers and acquisitions, equity and capital markets and project experience. In addition to being our Lead Independent Non-Executive Director, Jeff is chair of the Nominations Committee and is a member of the Risk and Audit Committee, as well as being on the Work Winning and Tender Committee. Jeff is based in Queensland.

Immediately to my right, Lynne Saint. Lynne joined the Board in October 2021, Lynne has broad financial and commercial experience from a global career, including roles as chief audit executive and chief financial executive. Lynne is chair of the Audit, Risk and Compliance Committee and a member of the Nominations Committee, the People and Remuneration Committee and the Safety and Sustainability Committee. Lynne is also based in Queensland.

To my immediate left is Sibylle Krieger, who also joined the Board in October 2021. Sibylle has over 40 years' experience as a commercial lawyer, economic regulator and non-executive director across a broad range of companies. Sibylle is the chair of the People and Remuneration Committee and a member of the Nominations Committee, the Safety and Sustainability Committee and the Work Winning and Tender Committee. Sibylle is based here in New South Wales.

We also have online Kevin Crowe with us today and Kevin is based in London and joined the Board when Ventia was formed. He is a Non-Executive Director, nominated by one of our major shareholders, Apollo Global Management. Kevin is chair of the Work Winning and Tender Committee, as well as a member of the People and Remuneration Committee. Kevin is up for election and will be speaking to his nomination a little later in the meeting.



At this time I would like to note the recent changes to the Ventia Board. On 31 March this year we announced that the CIMIC Nominee directors, being Ignacio Segura and Robert Cotterill, as well as Michael Cooper as an alternate director, had resigned from the Board. These directors brought extensive skill and experience to the Board and on behalf of my fellow Directors and the executive, we thank them for their valuable contribution to Ventia during their tenure.

In addition to my colleagues on the Board, we also have Dean Banks, our Group CEO here with us today. Dean joined Ventia as Group CEO in January last year, having previously worked for Balfour Beatty in the United Kingdom. We're delighted that Dean and Tracey were able to move to Australia and for Dean to lead our Company.

Zoheb Razvi, our Group Company Secretary is present, along with Harriet Fortescue from our auditor, Deloitte Touche Tohmatsu and we have HSF representatives present as well to answer any questions that may be directed to them.

As Chairman of the meeting, I will determine that all matters will be determined via a poll and that Gemma Coyle, from Computershare, will act as returning officer for the poll. Before I give a few formal remarks, I'd like to formally open the polls so that you are able to vote at any time between now and the end of the meeting. Shareholders did have the option to submit a direct vote or to appoint a proxy prior to today's AGM. If you are eligible to vote, including if you wish to change your vote you cast before the AGM, you may vote through the online meeting platform any time from now.

To do this, all you need to do is to click on the voting icon on the top of the platform. This icon is shown on the presentation screen now. When you click on this icon, a pop-up voting screen will open and set out the list of resolutions and the options for you to vote for, against or abstain on each resolution. To cast your vote, simply select one of the options. There is no need to hit the submit or enter button as the vote will be automatically recorded when you do that. You may do this at any time from now during the meeting. You can also change your vote at any time up until the poll is declared closed. This will occur just prior to the end of the meeting and I will give you a warning before the poll is closed to ensure you've had the opportunity to vote.

Now to some formal remarks. The statements I am about to make have been lodged on the ASX and NZX platforms. I'll briefly cover several topics that your Board is focused on before handing over to our Group CEO, Dean Banks, to expand on those topics and others relevant to Ventia as an investment. My themes are performance, sustainability, skills, digitisation, security, specifically cyber security and industry outlook.

Turning first to 2021 performance, we completed the IPO and successfully have transitioned to listed life. We all but completed the transformational acquisition of Broadspectrum and the implementation of a single, enterprise-wide operating system and the outperformance against our acquisition synergies being highlights. Team Ventia navigated the global pandemic without material adverse financial impact, while keeping our teams and the communities that we operate in as safe as possible. The IPO enabled a balance sheet reset, to an investment grade balance sheet, an important foundation for continued growth and indeed customer confidence.

The headline of our financial performance was that we outperformed our prospectus forecasts. Importantly our NPATA of \$146.8 million, which determines our dividend capacity, grew 23% on the prior year. Our policy is to pay out between 60% and 80% of our NPATA as a dividend to our shareholders, but we have a target payout ratio of 75%.

COVID-19 has had minimal impact financially, however, our people, the frontline, our workers, had significant operational challenges to overcome, yet I'm very proud to say that they delivered on every contract in every geography. When considering the COVID-19 revenue impact, we achieved contract growth in some places as a result of extra work but work was also deferred in others. The diverse nature of our portfolio ensured that we comfortably managed those ups and downs without adverse financial effect. Cash backed profits are the lifeblood of the Company and a primary focus point for your Board and management team and they were strong at 85%. We go into the second half of 2022 in strong shape, with a record work in hand of over \$16 billion and a strong bid pipeline, giving us a high degree of confidence for the balance of 2022 and beyond.

Sustainability. Sustainability is at the top of our agenda. We recognise that every decision and action that we take is an important opportunity to make a positive impact on the people and world around us. It helps us win business, retain and attract talent and to have strong community support and endorsement for our activities. This year we committed to Science Based Targets, providing a clearly defined path to reduce emissions. We will spend the next 12 to 24 months establishing an emissions reduction target using the SBT framework. Simultaneously, we will develop our climate roadmap to lay out the how for achieving the reductions in Scope 1, 2 and 3 emissions into the future. We also have made public our medium-term environmental objectives, like utilising 100% renewable energy by 2030 and transitioning to 100% of our light vehicle fleet to either fully electric or hybrid by 2030.

Diversity is much broader than gender. We celebrate and embrace diversity across our business, diversity in background, in age, gender, skills, experience and arguably most importantly cognitive diversity. In 2021, we enhanced all our workplace policies and standards to drive and support a more inclusive culture across our business. Our 2021 Sustainability Report provides more detailed commentary and examples for the initiatives that we're undertaking to create value for all our stakeholders. The Sustainability Report, together with the 2021 Annual Report, are both available on the Ventia website and I do encourage you to access these for a holistic overview of how our FY21 performance can be characterised.

Turning now to people and skills. Ventia's differentiated business model and willingness to invest in our people and transparent approach to the on-the-ground challenges that we did face in 2021 and Half 1 of 2022, was really rewarded as our committed workforce delivered literally on every contract. Ventia stood up substantial new contracts, in multiple geographies, we dealt with the significant COVID-19 impacts in the delivery of essential services to our communities and our customers and did so without material detrimental impact on employee turnover or availability. A key reason for this success is the continuous development of our people, giving them confidence that the leadership opportunity at Venita is worthwhile. We're aligning learning

opportunities to our growth strategy and investing in our people with targeted transferable skills, both on-the-job and employee-led learning, including courses like our graduate, leadership, negotiating and women in leadership programs.

One program which embodies these ideals, is our Healthy Minds program. It was designed and developed in house, helping to raise awareness, reduce stigma and support those with mental health conditions across our business. The program taps into the power of personal connections, through a mental health peer support network known as the Healthy Minds Champions. We have immense support for this program, now with approximately 200 Healthy Minds Champions across the business. It's great for them and it's great for their colleagues.

As we grow, we will need to continue to differentiate on leadership pathways, sustain trust in leadership for our strategy and our execution capability, demonstrate on-the-job opportunities, training opportunities and ultimately job security while always being highly competitive in wages and salaries. On behalf of the Board and the executive leadership team, I would like to thank all our employees for their tremendous efforts and hard work over the year. That so much has been achieved in the circumstances we have faced is testimony to the calibre of our people within this extraordinary organisation.

Turning now to digitisation and data security, managing millions of individual infrastructure assets on behalf our clients, is a really big responsibility and we collect and manage a lot of data. Our core technology platform, investments in our data platform and cyber security, have us ready to leverage data to drive efficiencies in our business and ready to ingest partner and client data to deliver new insights to drive productivity dividends for them and for us. The most significant achievements from our digital perspective in the last year was the successful integration of our systems. We are now fully operational on a single enterprise-wide operating system. This provides economies of scale and supports earnings growth and it provides a platform for innovation and indeed risk management. It also gives us confidence that our client data will be well protected via our best-in-class enterprise systems. We have successfully renewed our Defence Information Security Accreditation with the Department of Defence and continue to invest in cyber security as a strategic advantage. Currently we support secure access for over 20,000 users including sub-contractors, employees, partners and clients.

We believe a contemporary platform provides technological and operational resilience, for ourselves and our clients and we are increasingly seeing demand for systems as a service. We have recently mobilised a large contract in which the client is transitioning all of their asset management data and systems onto the Ventia systems, including assets that we do not manage and they are choosing to decommission all their asset management systems. This demonstrates the extraordinary confidence in the ability of Ventia to operate in that environment and to the trust that they place in us, but also the security of our systems, while of course reducing material cost to the client and increasing our competitive advantage.

In addition to best-in-class systems, we have a significant focus on collecting and analysing valuable data on client assets and the maintenance of those assets. Just a

couple of examples of recent analytics developments on the Azure Platform that are improving our profitability, they're improving compliance, and they're improving client outcomes. These include robotics processing automation, image recognition modelling, AI driven recommendation engines to reward and rank our sub-contractors, the application of natural language processing to develop AI-assisted algorithms to populate our schedule of rates and IoT monitoring dashboards. Companies like ours embracing the technological change will lead this industry in growth and innovation.

Speaking briefly to the outlook, as we look to the future, we see strong industry tailwinds across each of our four sectors. Over the next five-year period, because of the macro tailwinds set out on the right-hand side of the chart, we expect our addressable market will grow at a greater than 5% CAGR for Australia and New Zealand and of course that's the only two geographies in which we operate. Our share of this market is currently approximately \$5 billion of an approximate \$65 billion addressable market, so less than 10%. We believe that our compelling value proposition, focus on leadership and people development, data and cyber security and standard operating systems, positions us to increase our market share over time. It is this dynamic which allows your Board and management to look to the future with confidence.

Before I hand over to Dean Banks, our Group CEO, I'd like to just play a very short video on Ventia and the essential services that we provide.

(Audio visual playing 22:53 - 24:26)

Mr Banks: Thank you, David. Let me start by saying what a privilege and honour it is to be the Group CEO of Ventia. I've been in the role now for 17 months and I must say I'm really enjoying it. It is a dynamic and progressive business. Ventia plays a vital role in servicing communities across Australia and New Zealand and I see significant growth potential across all our sectors. I hope the video gave you some idea of the scale of our operations and how essential the work is that we do to allow people to go about their day-to-day activities. While this is only a portion of our services, you can see we have considerable breadth and depth to our operations.

We have achieved some huge milestones over the past year. These achievements and the Ventia that you see today are the result of a deliberate and focused strategy developed since our inception in 2015. The team of people behind these achievements, I believe, is best in class and right up front I want to thank them all for their hard work and unrelenting focus on delivering long-term value for all our stakeholders.

I want to start today by taking you through some of the highlights of 2021. We have successfully executed our IPO; outperformed our prospectus forecasts; significantly improved our safety performance; delivered meaningful reductions in carbon emissions; substantially completed the integration of Broadspectrum; and launched our strategy to redefine service excellence, all while navigating COVID-19 with minimal business impact. We have delivered record work in hand, strong EBITDA, solid cash performance and an investment-grade balance sheet, all of which provide a robust platform for growth in 2022 and beyond.

During the IPO process we set forecasts for 2021 and 2022. We have outperformed those 2021 forecasts and are on track to deliver on 2022. After joining the business, the first thing I wanted to do was create a clear strategy providing a single purpose and vision for our people. This was launched at the beginning of last year. Our strategy is to redefine service excellence, it's our approach to delivering service excellence to our stakeholders. We differentiate ourselves by focusing on three priorities: client focused; innovation; and sustainability. Repeat clients are our ultimate performance indicator, so in order to differentiate, we develop long-term and strategic relationships that build trust and deliver service excellence.

We are obsessed with doing things better than we have ever done them before and by working closely with our clients and partners we solve problems and create opportunities, either through evolution or revolution. We recognise that every decision and action we take is an opportunity to make a positive impact for future generations and leave behind a sustainable legacy of which we can be proud, for our people, communities and our planet. It goes beyond reducing environmental footprint.

Above all this is our commitment to health and safety. It is our number one brand promise and it is our licence to operate. Our people are at the heart of our success. We want them to ensure we have a culture of care and accountability that permeates every level of our organisation. That care and accountability is embedded into our culture. I am pleased to report that our elevated focus on safety this year drove a 28% improvement in TRIFR. We are committed to continuous improvement of our safety performance so that everyone goes home safe and well. We also want to ensure we listen to our employees; we understand that to be successful and to retain our talent we need them to be engaged and challenged. We need to invest in them, develop them and also attract the best and brightest talent. Our current engagement survey participation was 78%. Considering the diverse and disparate workforce we have, I think that's an excellent result.

As David has already mentioned, we embrace diversity in our corporate culture. Building a healthy and inclusive culture is vital to our success. We have already committed to some challenging diversity targets, for which we have action plans in place. We are proud of our 4.8% Indigenous participation and will continue to develop initiatives designed to create inclusive workplaces and focus on creating pathways for employment, recruitment and retention.

When I started in my role, I knew Ventia played a significant role in the communities in which we serve, but I probably underestimated how much, particularly in regional areas. Ventia operates on more than 400 sites across Australia and New Zealand and more than 40% of our workforce lives and works in regional areas. We are really privileged to work in many remote areas, but with that comes a considerable corporate and social responsibility.

One of the ways we support local regions is through our Community Grants program. Our aim is to build regional strength and sustainability through supporting community organisations and social activity for the benefit of the people who live in these regions. We have supported over 280 groups through this program to date, supporting activities



in the areas of education, health, Indigenous support, safety and youth. In 2021 we increased our spend with Indigenous business partners in Australia by 52.8% year on year, to nearly \$84 million and remain committed to expanding our social procurement.

We also established the Māori working party to enhance Māori participation and build cultural capability across our New Zealand business. On top of this we spent \$10.9 million with social enterprises, companies which focus on the needs of the community through small business development, delivering an increased skill footprint in the regions and local employment.

The last initiative I want to talk about today is our partnership with ABCN, the Australian Business and Community Network, a group of over 200 low socioeconomic status schools and 40 businesses, working together to address educational disadvantage through structured mentoring. Ventia has been involved with the program for the last five years and over that time nearly 500 mentoring programs have been delivered by Ventia employees. These are just a few examples of how we seek to give back and invest in the communities we serve.

We have had a positive start to listed life. Today, I am pleased to again reaffirm our key pro forma prospectus forecasts. We have a clear strategy to drive growth and take advantage of the favourable market tailwinds as the economy recovers post COVID-19. Our addressable market in 2022 is approximately \$65 billion and is estimated to grow to more than \$70 billion over the next few years and I think we are well positioned to take advantage. Strong financial discipline is in our DNA and we'll continue our relentless focus on delivering cash backed profits. Our liquidity position is strong, our gearing prudent and our costs tightly managed. Financially this leaves us in a strong position to continue to grow NPATA.

Beyond the numbers, we also play a critical role in the lives millions of people who rely on the essential infrastructure we service each year. It is our job to make infrastructure work for our communities. We have strong tailwinds across all four of our sectors. Demand is strong for our services and we have a laser focus on our clients' needs. We're off to a strong start in 2022 and we're well positioned to take advantage of the macro conditions. We have a strong platform in place with an excellent track record of performance and long-term strategic relationships. This gives us confidence to again reaffirm our prospectus forecasts for 2022.

I'll now hand back to our Chairman to continue with the formal proceedings. Thank you.

Mr Moffatt: Well thanks very much, Dean and I hope you all agree that we're in great hands with Dean as our Group CEO. And we're very grateful, Dean, to you for your leadership, thank you.

I'll now turn to the formal items of business for the meeting. The items of business have been set out in the Notice of Meeting, which is available on the online meeting platform, the ASX and NZX platform and the Ventia website. Before we look at the items in detail, the slide on your screen shows the proxies that have been received to date on each resolution. I'll just let you digest that for a little bit.

I will take the Notice of Meeting as read and I note that in summary, the matters to be dealt with include to receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2021. There is no vote on this item and a copy of these reports were published in the 2021 Annual Report and sent to those shareholders who did request copies. Shareholders have also had the opportunity to review the reports on the Company's website. I'd like to advise that our independent auditor, Ms Harriet Fortescue, a partner at Deloitte, is here today and available to respond to questions on this item.

Next we have the vote on the Remuneration Report for the year ended 31 December 2021. The Remuneration Report is found on pages 73 to 89 of the Annual Report. In presenting the Remuneration Report, we've endeavoured to provide shareholders with clear and comprehensive information on the terms and the rationale behind the Company's remuneration framework and to ensure that it aligns with shareholder interests. The vote on this matter is advisory only and the outcome will not be binding on the Board or the Company. However, we clearly take shareholder feedback into account as we frame our Remuneration Report and we think about that into the future. We of course welcome questions on the Remuneration Report and our overall approach to remuneration generally.

Resolution 3 is the election of directors. We have the election of two directors, being myself and Kevin Crowe. In the event a question is received about my election, Jeff Forbes, our Lead Independent Director, will answer it and in the unlikely event that a procedural issue arises, Jeff will also handle that matter as well. In support of our election, we'd like to now each say a few words, so as my election is the first item of business, I'd like to briefly speak to that before inviting Kevin to do the same.

Well firstly, thank to all our shareholders for the opportunity to be the Chair of Ventia Services Group Limited and now to seek your support for my re-election to the Board. I've held the role of Chairman since the Company's formation in 2015, I'm currently a member of the Audit, Risk and Compliance Committee, the Nominations Committee, the Safety and Sustainability Committee and the Work Winning and Tender Committee. I was originally nominated to the Board by Apollo as Executive Chairman and subsequently held the position of Group CEO of Ventia, albeit on an interim basis between November 2019 and January 2021.

During my time as the interim CEO, I focused on the acquisition and then the integration of Broadspectrum and the recruitment of Dean Banks as our Group CEO. As my period was interim CEO within the last three years, under the ASX guidelines I am not currently considered and independent non-executive director. In addition, I'm also a senior adviser to Apollo Global Management, which will be a factor that the Board will consider when the matter of my independence is ultimately debated. This is expected to occur during the forthcoming three-year term.

In terms of my suitability to continue to serve on the Board, I have over 30 years' experience in executive leadership, including as a CEO, CFO and as a director for companies in the telecommunications, financial services, infrastructure services and media industries. My previous roles include as chairman of Asurion Asia Pacific and

CEO of Lebara Group, based out of London and I was also the chief financial officer and group MD finance for Telstra Corporation Limited and later, the group MD Telstra Consumer, serving on the boards of Telstra-affiliated businesses Foxtel, CSL Hong Kong and Reach Hong Kong. I was also a CEO at GE and GE Capital in Australia and New Zealand and am a founding director of Giant Steps, a school for autistic children, a former director of Peter MacCallum Cancer Foundation and the Australian Centre for Philanthropy and Non-Profit Studies at the Queensland University of Technology.

I hold a Bachelor of Business from Queensland University of Technology and was recently awarded an honorary doctorate from the university. My executive and board expertise includes health, safety and environment, people and culture, customer experience, technology, financial acumen, strategy and leadership. I believe that my experience and the knowledge of Ventia and my experience just outlined, will continue to be of value to your Board. I confirm that I have the time needed to support Ventia and to represent shareholder interests into the future. Ventia is currently the only public company board on which I serve.

In closing, it is my pleasure to lead an accomplished and committed Board and each member bringing a wealth of directly relevant experience to our business and a diversity of perspective. These attributes are vital in support of Dean Banks, our Group CEO and his executive leadership team, as they execute Ventia's strategy of redefining service excellence. I do understand the trust that our investors place in the Ventia Board and I see the preservation of that trust as a primarily responsibility. I'm honoured to receive your support to continue to serve as a Director and Non-Executive Chairman of the Ventia Services Group.

Thank you very much and Kevin, I'd like to now hand over to you please to say a few words in support of your election.

Mr Crowe: Thank you Chairman and good morning, ladies and gentlemen. Thank you for the opportunity to address you today, to seek your support in my election as a Non-Executive Director on the Board of your Company. I was part of the original Board when Ventia was formed in 2015, I'm a nominee director of substantial shareholder Apollo and therefore not considered by the Board as an independent director. I currently chair the Work Winning and Tender Committee and I'm a member of the People and Remuneration Committee. Prior to the IPO last year, I chaired the former remuneration committee.

I'm currently a partner in the private equity group of Apollo, which is a global alternative asset manager and have been there since 2006. I also hold directorships in Haydock Finance and Paratus AMC Limited in the UK. Previously I held directorships at Norwegian Cruise Line, the Nine Entertainment Company, Prestige Cruise Holdings and Quality Distribution. My expertise lies in finance, strategy, executive remuneration, risk management and leadership.

I graduated from Princeton University with a Bachelor of Arts in Economics and a Certificate in Finance. I have a deep understanding of the Ventia business and believe that my experience will continue to be of value to your Board. Subject to your vote,

ladies and gentlemen, I look forward to continuing to make a significant contribution to the Board as we position Ventia for sustainable shareholder growth over the long term. I confirm I have the time needed to support Ventia to represent shareholders' interests into the future. I ask you for your support and thank you again for giving me this opportunity.

Mr Moffatt: Thank you very much, Kevin. The last item of business is the proposed appointment of Deloitte as auditor of the Company. As this is our first AGM as a listed company, we do require shareholder approval to appoint the auditor. We are pleased to have Deloitte as our auditor. Deloitte is a world-class auditing firm of the highest standards and with unparalleled experience. Deloitte is very much independent of Ventia and will remain so and of course, all disclosures in relation to independents and non-audit fees, are disclosed as required.

The Board recommends that shareholders vote in favour of all the matters before the meeting today. There will be plenty of time for question on all of the above items. As I said before, these can be submitted in written form on the online meeting platform, or via the phone line with the phone number displayed on the voting platform. In the interests of time and to ensure we spend as much time on questions as necessary, I'm going to deal with all the items of business at once and take questions on all of those items of business at one time. Shareholders are definitely encouraged to ask as many questions as you wish.

We have tried to deal with as many questions received in advance of the meeting as we can in our formal addresses. However, we certainly welcome further questions on those comments and indeed anything else that might be on a shareholder's mind. Just before we move to questions, I confirm that there are a number of voting restrictions that apply to the matters before the meeting today. They are set out in detail in the Notice of Meeting, which is available on the meeting portal. As Chairman, I will vote all undirected proxies in favour of all of the resolutions before the meeting today. I confirm that the poll remains open and that you can vote at any time until I close the poll towards the end of the meeting, again I will give you warning that that's occurring to ensure you've had the opportunity to register your vote. The final results of the polls will be provided to the ASX and the NZX today and will be placed on the Company's website.

Mr Moffatt: I'd now like to move to taking questions and I reiterate that you can ask any question about any item before the meeting today, so please do feel free to do so. I will take the verbal questions from the phonenumber and where written questions have been submitted, I'll ask Chantal Travers, our General Manager of Investor Relations, to read them out to the meeting. If a question has already been asked and answered, we do not propose to read it out again.

As Chairman, I will determine whether I'll answer the question or our Group CEO will answer the question or indeed any of my Board colleagues, or in fact our audit partner, Harriet Fortescue, will also be available to answer questions. So, I'll now open the meeting to questions and Chantal, can I ask please do we have any questions?

Ms Travers: We do, Chairman. The first question comes from the Australian Shareholders' Association. In the Annual Report we see that the revenue gains over the past year have been overrun by higher operating expenses. What steps has the Company taken to live within its means?

Mr Moffatt: Yes, well I think there's a lot of information about the Company that's been published recently and I do direct shareholders to the OFR and the Prospectus, which includes the pro forma information about the Company. I will make the comment that in the statutory reporting you will see that that only includes six months of the Broadspectrum acquisition in 2020 and 12 in 2021. So the numbers that we would direct you to, which I think will give you great confidence in the performance of your Company and its margins and in fact show an increasing margin profile and not a deterioration, can be found in the OFR and in the Prospectus on a pro forma basis. Of course, as we move forward, Prospectus and pro forma will align. So I think that will answer that question, Chantal, thank you.

Ms Travers: Thank you, Chairman. The second question comes from, again, the Australian Shareholders' Association. In the Annual Report, debt as measured, net debt plus equity, seems very high. What debt loading does the Board consider is reasonable for a service operation like this and how soon does it expect to achieve this?

Mr Moffatt: Well one of the great features of the IPO was the opportunity for Ventia to reduce its debt substantially, which it did, as a result of the proceeds that we received. As a result of that situation, our debt position now is investment grade; our balance sheet is rated investment grade by both of the two leading rating agencies Standard & Poor's and Moody's. So what does that mean? That means that our net debt position is at 1.8 times, which is a very healthy number for a services business and our interest coverage is above 10 times, so we have very conservative financial ratios and I believe that for a services company, we look very, very good against our peer group in right around the same range of all of those people.

Of course, giving you a little bit of history, we have carried substantially higher debt on this services company, given it's a high cash flow generative business, in the past under different ownership and we regard our current position as both conservative and appropriate and indeed are rated as such by those world-class rating agencies, Standard & Poor's and Moody's. So I feel that your Board is very comfortable with our current debt position and indeed it is appropriate for a services company into the future.

Ms Travers: Thank you. The next question comes from Mr Stephen Mayne. What is the Ventia services policy position on making political donations and will we be making any related to the current federal election? Will you consider following the lead of companies like BHP and Rio Tinto by strictly banning all forms of donations, including cash for access arrangements and six-figure subscription deals to attend party events, something which the likes of ASX and Woodside would have done for many years within the Labor and Liberal Parties?

Mr Moffatt: Stephen, thank you for your question. We already have a very clear policy that there are no political donations made on behalf of the Company. So it is absolutely categorically no.

Ms Travers: Thank you. The next question comes from Mr Stephen Mayne again. Many thanks to the Board for agreeing to the request to disclose the proxy position to the ASX along with the formal addresses ahead of the AGM. As a bonus, you've also voluntarily thrown in how many shareholders voted by proxy. Well done for the strong support for all the resolutions. Are you also prepared to publish a full transcript of today's AGM, along with an archive of the webcast?

Mr Moffatt: Thank you again for the question. Yes, is the answer and that will be posted to our website and be available into the future so folks can come back and compare and contrast with subsequent meetings. But of course, we'll make that transparently available and yes, we will post it onto our website.

Ms Travers: Thank you. The next question also comes from Mr Stephen Mayne. This is a long one. It is always a bit embarrassing for a vendor when an IPO delivers a share price which soars way above what retail and institutional investors agree to pay. Ventia floated at \$1.70 last November and the stock closed at \$2.78 last night. Whoops and thanks. Who were the biggest sellers of super-cheap stock into the IPO? Are they represented on the Board and do they regret selling too cheaply? When does shares by Apollo and CIMIC come out of escrow and are they likely sellers at that point? Please do sell down at a big discount once again so that the Company as a whole can expand the free float, our index weighting will improve and more institutions will be attracted to the register.

Mr Moffatt: Yes, well thank you for that question, with multiple components to it. Let me do the best I can to answer that. Firstly, Apollo is represented on the Board; Kevin, who you heard from a little earlier, Kevin Crowe. And as I mentioned in my speech, CIMIC were until very recently represented. So it was a vote by the entire Board to bring the Company to the public boards and as I mentioned, to raise sufficient capital to de-lever our balance sheet so that we ended up with an investment-grade balance sheet. This showed, I believe, a great maturity by our current shareholders to bring in additional capital and we obviously met the market in terms of the price and the conditions at the time, but are now a public company in a position with that very strong balance sheet to support our growth into the future.

In terms of the escrow, that finishes when Ventia's 2022, financial year 2022, results are actually published, which we expect to be in around February 2023. Of course, I'm unable to comment on what the shareholders' intentions might be and how they might handle that at the end of the escrow. But I do make the note that your Company, your Directors and your executive team are focused on the delivery of the Prospectus forecasts and to making Ventia the kind of company that both retail and institutional shareholders would regard as a core long-term holding through, (a) all of the things we're doing on our strategy and sustainability particularly, but (b) through good financial performance in the right way, as we've heard from Dean. So we do look forward to putting the Company in the best possible position to give all our shareholders the

options that they deserve, having supported the Company for such a long period of time. Thank you.

Ms Travers: Thank you. The next question again comes from Mr Stephen Mayne. We listed after the mandatory ASX disclosure period of JobKeeper. Did we claim it? How much did we get and if we got some, did we repay it back like the other listed entities such as Cochlear, Super Retail, Iluka Resources and Harvey Norman?

Mr Moffatt: Yes, thank you again for the question. No, in Australia obviously we operate in two geographies, in Australia there was no JobKeeper claimed at all. In New Zealand we did make a small claim, circa \$3 million, a little bit more, \$3.2 million I think and that was very specific to the circumstances of our operations there. And while it was not required, all of those details are disclosed in our 2021 financial report so shareholders can see exactly how we handled that matter.

Ms Travers: Thank you. And again, the next question comes from Mr Stephen Mayne. Did any of the main proxy advisers, Axi, Ownership Matters, Glass Lewis, ISS and ASA, recommend against any of today's resolutions? Which of the proxy advisers are covering us and are we aware of what they said? Does the Chair or any of the Directors have a view about the proposed changes to Australian proxy adviser regulations which would have forced proxy advisers to fact check their reports by supplying companies with a draft before it was sent to clients. The proposal was blocked by the Senate but Treasurer, Josh Frydenberg, is expected to again if the government is re-elected and he holds his seat.

Mr Moffatt: Okay, well maybe if I could just comment on the facts of the matter. We were covered by two proxy firms, that was CGI Glass Lewis and also the New Zealand Shareholders' Association and I'm very pleased to say that they recommended voting for all of the items of business before us. In our governance conversations with them, we answered all of their questions about the way in which the Company was being governed. So that's an important statement.

I certainly am not going to comment on what might be speculative around legislation into the future. Your Company operates in a transparent and forthright way. We interact with all the regulatory bodies that we are required to (a) hold licences from and indeed, if there's any legislation, then we will respond to that. As we've said, we don't give political donations and nor do we seek to lobby for outcomes. Our objective is to serve our clients, both our public clients and our private clients, to the best of our ability, focusing on what we do well and meeting their and community needs, consistent with our brand promise of safety and health above all else and indeed our strategy of service excellence. So from our point of view, the rule will be the rules and we'll just get on with the business of serving clients and communities.

Ms Travers: Thank you. The next question comes from Ms Natasha Lee. While you have focused on modern slavery, the focus seems to be overseas suppliers, While there is a greater risk with overseas suppliers, we should not overlook domestic suppliers, which may have practices such as use of labour hire companies that effectively amount to modern slavery with low net pay made to workers.

Mr Moffatt: Right okay, so thank you. So just thinking through that, firstly I personally agree with your perspective. We had our Safety and Sustainability Committee meeting yesterday actually, as a Board, as part of these series of meetings around the AGM and we definitely continue to audit our domestic suppliers for their practices and the supply chains. We try to ensure that all of our significant domestic suppliers have filled out questionnaires that give us insights into what they're doing and indeed they've signed up for the Ventia Code of Conduct. That's of course mandatory. Now we'll continue to maintain a focus on this area to improve the systems and processes to prevent modern slavery.

We are a business that is built on the trust of not only our people, but the communities in which we operate, so for us this is just fundamental and we do agree with your perspectives and the importance of looking through the supply chain in both the geographies in which we operate and ensuring best practice in that supply chain. Thank you.

Ms Travers: Thank you. The next question again comes from Ms Natasha Lee. While you have a target to have 100% of EV and hybrid vehicles by 2030, what is the current percentage of these vehicles?

Mr Moffatt: Right, so we're just getting started on the journey towards the electrification or the hybridisation of our fleet. But I can give you some specifics. Our objective this year is around 500 of our light vehicle fleet to convert over. Obviously, we have to – the supply chain has to be able to support our ambition of course, but that is happening and our total fleet, to give you a percentage will be straightforward, is around 4000 vehicles. So we're working on both sides of the equation. Can we have fewer vehicles out on the road and equally, can we electrify or hybridise a bit faster, but those numbers should help you with the percentage. But of course, we'd acknowledge we will do the very best we can to outperform those objectives, subject to the availability of the supply chain to support that ambition.

Ms Travers: Thank you. The next question comes again from Ms Natasha Lee. It would be useful to have a snapshot in the Annual Report showing percentage of contract due to expire at, say, intervals of one year, three years and five years, recognising that contracts may be extended or renewed during that time.

Mr Moffatt: Yes, indeed. We'll certainly take that question on board and consider what we do in our 2023 financial report. But what I will say is that we have linked the performance of our executive group to the things that we think drive shareholder value, namely our work in hand, that's the amount of work we have available into the future to deliver, cash backed profits and EPS growth and indeed on the short-term incentives, we've linked it back to the percentage of revenue available next year to support the revenue ambitions of the Company, as well as cash, as well as NPATA. So we've really thought about this in terms of the alignment that you are seeking, not just to be visible about it, but actually to bring it to an aligned way in our remuneration framework. So thank you very much for your question and we'll certainly consider that.

Ms Travers: Thank you. The next question comes from Mr Stephen Mayne. Our Company is part of the Spark consortium, which won the \$11 billion 25-year contract with the big spending Victorian Government's North East Link authority, to build Australia's longest tunnel in Melbourne's north-eastern suburbs, travelling 6.5 kilometres under the Yarra River. CIMIC has disclosed that it will receive \$3.8 billion of this \$11 billion. How much will we get and what is the nature of our involvement in the Spark consortium? Is it correct that the Victorian Government is taking on more risk on this enormous contract than some of their earlier private-public partnership contracts?

Mr Moffatt: Thank you again for the question. I can certainly be very clear about our role in the consortium. We're the operations and maintenance partner, which we're very, very proud to have been appointed into that role. And that will be worth around \$1.4 billion over the next 25 years, so the nature of our activities in the transport sector tend to be very long tailed and obviously require great long-term relationships with your clients and we perform those services across Australia. But that particular one, \$1.4 billion over 25 years.

In terms of the risk profile and whether it's any more or any less risky, obviously all construction projects are risky and the government in and of itself will make its determination about the risk it's prepared to take and how it works with the other members of the PPP consortium. What Ventia is focused on is ensuring that our risk profile, what we deliver, is understood is appropriately priced and puts us in a position to meet our brand promise of safety and health above all else, but also our service excellence strategy.

So I won't comment more broadly than that other than to say in every PPP there seems to be a lot of information that comes out and a lot of speculation, but at the end of the day, if you look at Australia, great infrastructure has been built because governments have taken the point of view that that's necessary for communities and they've often taken big risks along the way and folks like us, who are very experienced at delivering our portion, have priced and managed that appropriately to reward our shareholders.

Ms Travers: Thank you, Chair. There are no further questions.

Mr Moffatt: Okay, well thank you very much. Chantal. As there are no further questions, I'd like to now move to the close of the polls. So that actually completes all of the items of business for the meeting, and I'd like to advise that voting on all resolutions will close very shortly. I will provide you with just a few moments now to allow you to finish your votes, so I'm going to pause for maybe 30 seconds or so, noting that many, many people have already voted, so not to hold up proceedings too long, but please do complete your voting now, then I will close the polls.

All right, I now declare the poll closed. As I said earlier, the final results of the polls will be provided to the ASX and the NZX later today and will be placed on the Company's website. I thank my fellow Directors, thank you for supporting me as the Chair and on behalf of the Board, really looking forward again, Dean, to working with you in the year ahead and your executive leadership team as we deliver on our newly set out strategy of redefining service excellence. I'd like to thank every single employee at Ventia for



their just incredible efforts in supporting our clients and the communities which have been particularly challenging during the pandemic.

Thank you all for joining us today, really appreciated that you could be here or be online and thank you again for your ongoing support in the year ahead. Please stay safe.

- ENDS -