

## EOS Holdings Limited AGM Report (FY2025)

<b>Company/ASX Code</b>	Electro Optic Systems Holdings Limited (ASX:EOS)
<b>Meeting date</b>	Tuesday, 19 May 2026
<b>Venue</b>	MinterEllison, L41, Gov Macquarie Tower, 1 Farrell Place, Sydney
<b>Type of meeting</b>	Physical
<b>Monitor</b>	Dan Steiner
<b>Pre AGM-meeting</b>	Yes. With Chair: Garry Hounsell and CFO/COO, Clive Cuthell

### Meeting Statistics

<b>Number of holdings represented by ASA</b>	11
<b>Number of shares represented by ASA</b>	69,508 <i>[some 38% of all Open proxies]</i>
<b>Value of shares represented by ASA</b>	\$613,061
<b>Total number attending meeting</b>	45-50 attendees (including EOS staff)
<b>Market capitalisation</b>	\$1.55 billion
<b>ASA open proxies voted</b>	67,358 on a poll. ASA voted in favour of all resolutions. Resolution 10 cancelled*

### EOS transition successful with \$559m in contracts and MARSS acquisition

The Chairman and CEO/MD presentation may be accessed online:

Link for Chairman's Address [here](#)

Link for CEO/MD presentation [here](#)

FY2025 was the culmination of EOS' three-year transition (Divesting EMS for \$154m; repaying all debt and generating a strong cash balance) to focus on growth in its Counter Drone and Space divisions.

During FY2025 (1 Jan–31 Dec), EOS secured contracts totalling \$459m. Following the completion of the MARSS acquisition in May 2026, the combined EOS and MARSS order book totalled approximately \$726m, with around 80% expected to be completed during FY2026–27. Just prior to the AGM, EOS announced a \$175m capital raising comprising a fully underwritten \$150m institutional placement and a Share Purchase Plan (SPP) targeting up to \$25m. Eligible retail shareholders in Australia and New Zealand were offered the opportunity to participate in the SPP at the same issue price as the institutional placement.

Immediately after the AGM on 20 May, it announced a further placement of \$40m, raising the total new investment to \$215m. This latest placement will be subject to shareholder approval at an Extraordinary General Meeting in late June 2026. For retail investors, these placements will reduce their proportional shareholding.

## **EOS' response to ASA Focus Issues for FY2026 are:**

1. Align executive pay to long-term shareholder value; LTI incentive is based largely on performance and is linked to TSR comparison with the ASX Emerging Companies index. Maximum LTI TSR incentive is achieved where it is 200% above that Index. The Chair indicated that the comparator could be adjusted in future if the EOS performance merits it.
2. Disclose individual director skills to strengthen board accountability; EOS is considering ASA's suggestion to include a 'skills matrix' in its future Annual Reports. Currently, it presents each NED's qualification and experience.
3. Improve shareholder engagement and provide hybrid participation; This has been raised in both the pre-AGM discussion and at the AGM for EOS consideration.
4. Strengthen board oversight of AI and cybersecurity risks. EOS has a Board Committee on Cybersecurity and is seeking specific expertise in its current search to add two more NEDs during 2026. The Chair also indicated that he seeks to improve gender balance on the Board.

In response to questions:

Remuneration – performance criteria: revenue, cash flow, order book and individual performance targets

### **STI criteria for the CEO/MD and the CFO/COO:**

- CEO/MD: total revenue (below FY25 threshold),
- cash collections from customers (3% below threshold and confirmed orders (close to stretch target);
- Total: 56% of maximum

### **CFO/COO: performance measure as % of all STI criteria:**

- Strategic Partnerships (13%) – target exceeded and is below stretch target
- Growth in new Markets (13%) – achieved stretch target
- Company Strategy (14%) – achieved stretch target
- Total: 37% of maximum

The Board believes outcomes balance financial performance and progress of EOS' strategy for the benefit of shareholders.

LTI policy and performance criteria consist of new grants for performance-tested options (75%) and service-based rights, i.e. continuing employment (25%). Options for 2025 the exercise price is \$9.01. These criteria recognise that EOS must provide competitive remuneration to attract and retain executives in a truly global market. In FY25, nearly 40% of employees were located outside Australia, including the CEO and several of his direct reports.

EOS' response to questions about the options tranche not vesting in one year and being carried over to the second, third, and fourth years and the potential for retesting, while not an ASX300 standard, is appropriate for EOS because of the high level of uncertainty in timing of orders being confirmed and programs being implemented.

This approach is considered necessary as it is due to factors outside the control of management and raises a retention risk.

### **ASIC Investigation**

The investigation relates to matters that took place in 2022 regarding Continuous Disclosure Obligations in the period of 25 July 2022 to 31 October 2022. The proposed \$4m penalty was agreed between ASIC and EOS and subsequently finalised in early 2026. EOS is in full compliance with its continuous disclosure obligations.

In response to the question as to whether Mr Ben Green, who voluntarily separated himself from the agreement, and might lead to a further financial impact on EOS, the Chair firmly and clearly responded that EOS Holdings Ltd has finalised the matter of the ASIC investigation.

This is the first time EOS has been monitored by the ASA.