

# ASX release

17 September 2025



## 2025 Notice of Annual General Meeting

In accordance with the ASX Listing Rules, Insurance Australia Group Limited (IAG) attaches its 2025 Notice of Annual General Meeting (AGM), Proxy Voting Form, Access Notice and the Online Meeting Guide.

Further information about the AGM, including the attached documents, is available on IAG's website (<https://www.iag.com.au/investor-centre/annual-meetings>).

This release has been authorised by the Group Company Secretary.

### About IAG

IAG is the parent company of a general insurance group with operations in Australia and New Zealand. IAG's main businesses underwrite over \$17 billion of insurance premium per annum under many leading brands, including: NRMA Insurance, RACV (under a distribution agreement with RACV), RACQI (under a distribution agreement with RACQ), CGU and WFI (Australia); and NZI, State, AMI and Lumley (New Zealand). For further information, please visit [www.iag.com.au](http://www.iag.com.au).

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### Insurance Australia Group Limited

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# Notice of Meeting 2025



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Insurance Australia Group Limited

ABN 60 090 739 923 · Annual General Meeting  
9.30am (Sydney time) on Thursday, 23 October 2025

### **Our cover**

As NRMA Insurance heads into its 100th year, we've repositioned the business as A Help Company™ - a declaration of how we will deliver for our customers through the insurance we provide and the ways we help create safer communities. HELP is at the heart of NRMA Insurance and IAG's businesses.

The new positioning highlights the ways NRMA Insurance helps its customers through its core products and services as well as its education, social impact and advocacy initiatives to create more resilient communities in the face of increased extreme weather events.

# Dear Shareholder

On behalf of the Board of Insurance Australia Group Limited (**IAG** or **Company**), I am pleased to invite you to attend our 2025 Annual General Meeting (**AGM** or **Meeting**), which will be held on Thursday, 23 October 2025, commencing at 9.30am (Sydney time).

Attached is our Notice of Meeting that sets out the business of the AGM.



This year, we will be hosting our AGM in a hybrid format, with Shareholders welcome to attend in person or online. Similar to previous years, we will also livestream the AGM from the physical venue of the Meeting.

The Notice of Meeting details the items of business, as well as voting procedures and Explanatory Notes. The items of business at this year's AGM are:

1. consideration of the FY25 Financial Report, Directors' Report and Auditor's Report, which is a non-voting item;
2. the re-election of Independent Non-Executive Directors Helen Nugent, Scott Pickering, George Savvides and myself and the election of Independent Non-Executive Director JoAnne Stephenson;
3. the adoption of the Remuneration Report for the financial year ended 30 June 2025 (**2025 Remuneration Report**);
4. the allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer, under IAG's STI and LTI plans; and
5. an increase in the Independent Non-Executive Director Fee Pool.

A detailed guide on how to participate at the AGM (**Online Meeting Guide**) has been lodged with the Australian Securities Exchange (**ASX**) and is also available on our website at <https://www.iag.com.au/investor-centre/annual-meetings>. In the event it is necessary for IAG to provide updates in relation to how the AGM will be held or conducted, we will provide this information on IAG's website and also via lodgements with the ASX.

If you are unable to attend the AGM in person or online, you may lodge a direct vote in advance of the AGM or appoint a proxy to act on your behalf. Even if you plan to attend the AGM, we encourage you to submit your votes in advance of the Meeting, so your votes are still counted if for any reason you are unable to attend on the day. There is further information attached on direct voting, appointing a proxy and submitting written questions ahead of the AGM. While time may not permit me to address all of the questions submitted, I will try to address the more frequently raised Shareholder questions during the course of the Meeting.

You will be able to view an archived video of the AGM webcast on the IAG website after the Meeting.

Thank you for your continued support of IAG during the year. I look forward to welcoming you to our AGM, either in person or online.

Yours sincerely

A handwritten signature in dark ink, appearing to read 'Tom Pockett'.

**Tom Pockett**  
Chair

# Notice of 2025 AGM

Notice is given that IAG's 2025 AGM will be held as a hybrid meeting on Thursday, 23 October 2025 at 9.30am (Sydney time):

- at the Wesley Conference Centre, 220 Pitt Street, Sydney, NSW 2000; and
- online at [meetnow.global/IAG2025](https://meetnow.global/IAG2025).

If it becomes necessary or appropriate to make alternative or supplementary arrangements to hold the AGM, Shareholders will be given as much notice as possible. Information relating to alternative arrangements will be communicated to Shareholders by way of an announcement to the ASX and published at <https://www.iag.com.au/investor-centre/annual-meetings>.

Further information on how to participate online is set out in this Notice of Meeting, in the AGM Access Notice, in the Voting Form, and in the Online Meeting Guide. These materials are also available at <https://www.iag.com.au/investor-centre/annual-meetings>.

## Business of Meeting

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2 to 5.

### 1 Receipt of Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2025.

### 2 Re-Election & Election of Directors

#### Resolution 2(a)

To re-elect Tom Pockett as a Independent Non-Executive Director.

#### Resolution 2(b)

To re-elect Helen Nugent as a Independent Non-Executive Director.

#### Resolution 2(c)

To re-elect Scott Pickering as a Independent Non-Executive Director.

#### Resolution 2(d)

To re-elect George Savvides as a Independent Non-Executive Director.

#### Resolution 2(e)

To elect JoAnne Stephenson as a Independent Non-Executive Director.

### 3 Adoption of Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2025.

A voting exclusion applies to this resolution.

### 4 Allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer

To approve the allocation of Deferred Award Rights and Executive Performance Rights to the Managing Director and Chief Executive Officer, Nick Hawkins, on the terms described in the Explanatory Notes.

A voting exclusion applies to this resolution.

### 5 Increase to the Independent Non-Executive Director Fee Pool

To approve, for all purposes, an increase to the maximum aggregate amount of remuneration payable to all Independent Non-Executive Directors in any financial year by \$700,000, from \$4,000,000 to \$4,700,000 per annum, with effect from 1 July 2025.

A voting exclusion applies to this resolution.

Each item of business (other than item 1) is an ordinary resolution. Item 1 does not require a resolution to be put to the Meeting.

The Explanatory Notes provide details on each item of business and form part of this Notice of Meeting.

Dated 17 September 2025

By order of the Board



**Penelope Janet MacRae**  
Group Company Secretary

# Attending and participating in the Meeting

Registration will open at 8.30am (Sydney time) on Thursday, 23 October 2025 for both in-person and online attendance and participation in the AGM.

## 1. In person

The meeting will be held at the Wesley Conference Centre at 220 Pitt Street, Sydney, NSW 2000.

## 2. Online

Shareholders and proxyholders can view the Meeting, ask written questions, make written comments and submit votes in real time via the online platform at **meetnow.global/IAG2025**. To do this you will need a computer or phone or tablet device with internet access. When you log on to the online platform on the morning of the AGM, you will need to provide your details (including Securityholder Reference Number or Holder Identification Number) to be verified as a Shareholder or proxyholder. You will then be given details as to how to vote, ask questions, and make comments during the AGM.

## 3. Teleconference

Shareholders and proxyholders can attend the AGM via the teleconference facility. This will enable you to listen to the AGM and to ask questions or make comments verbally but not vote.

### Dial in numbers:

Australia: 1800 809 971 or 1800 558 698

New Zealand: 0800 453 055

Meeting Code: 10048668



# Voting

## 1. Entitlement to vote

Registered holders of fully paid ordinary shares in the Company as at 7.00pm (Sydney time) on Tuesday, 21 October 2025 will be entitled to attend and vote at the AGM as Shareholders.

## 2. All resolutions will be by poll

Voting on each resolution set out in this Notice of Meeting will be conducted by a poll. On a poll, Shareholders (or their proxy, representative or attorney) have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

## 3. Voting Methods

Shareholders have various voting options as outlined below.

### Voting in person during the AGM

Shareholders (or their appointed proxy, representative or attorney) may vote on the poll in person during the Meeting.

### Voting online during the AGM

Shareholders (or their appointed proxy, representative or attorney) may vote live online during the AGM. More information on how to use the online platform (including how to vote and ask questions during the AGM) is available in the Online Meeting Guide. Please note that if you plan to use the teleconference facility to ask a question or make a comment, you will still need to log in to the online platform if you wish to vote (i.e. you cannot vote by telephone). Alternatively, you can submit a direct or proxy vote in advance of the Meeting as described below.

### Direct voting prior to the AGM

A direct vote allows Shareholders to vote on the items of business before the AGM. To do this, Shareholders should mark either “For”, “Against” or “Abstain” for each resolution on the Voting Form. See section 4 below for further details on how to lodge a direct vote.

Please note that a Shareholder who casts a direct vote in advance of the AGM can still attend and participate in the AGM, either in person or via the online platform. However, where a Shareholder attends or participates in the AGM after validly lodging a direct vote, their direct vote will be cancelled (unless they instruct the Company or its share registry otherwise) and they will need to vote again during the AGM if they want their vote to count.

### Voting by proxy

A Shareholder is entitled to appoint a proxy to vote on their behalf during the AGM. The proxy need not be a Shareholder and may be a corporation.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder’s votes (and fractions of votes will be disregarded).

Shareholders can direct their proxy how to vote by following the instructions on the Voting Form and are encouraged to do so. Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who will vote those proxies as directed.

Please note that a Shareholder who appoints a proxy in advance of the AGM can still attend and participate in the AGM, either in person or via the online platform. However, where a Shareholder attends or participates in the AGM after appointing a proxy, their proxy will be suspended and they will need to vote during the AGM if they want their vote to count.

See section 4 below for further details on how to appoint a proxy.

### Corporate Representative

A corporate Shareholder or proxy which is a body corporate may appoint a person as its corporate representative. The appointment must comply with section 250D of the Corporations Act 2001 (Cth) (**Corporations Act**). The form to make this appointment can be downloaded from the Computershare website at [www.investorcentre.com](http://www.investorcentre.com) under the information tab “Printable Forms”. The representative should submit this form to Computershare prior to the AGM or bring to the AGM evidence of their appointment.

Corporate Shareholders may participate during the Meeting via a corporate representative by using the online platform at [meetnow.global/IAG2025](http://meetnow.global/IAG2025). Only one login per body corporate with voting rights will be permitted and any other representatives from the body corporate who wish to watch the proceedings should view the webcast only and attend as guests. By joining the Meeting, a corporate representative will be taken to have certified to IAG pursuant to section 250D of the Corporations Act that they have been validly appointed as the body corporate’s representative to exercise all or any of the powers the body corporate may exercise at the Meeting.

### Appointing the Chair of the Meeting as proxy

A Shareholder may appoint the Chair of the Meeting as their proxy.

If a Shareholder directs the Chair of the Meeting how to vote on an item of business, the Chair of the Meeting must vote in accordance with the direction.

If a Shareholder appoints the Chair of the Meeting as proxy (or the Chair of the Meeting becomes a proxy by default) and the Shareholder does not direct them how to vote, by submitting a Voting Form, the Shareholder will be expressly authorising the Chair of the Meeting to exercise the proxy vote as they consider fit on the relevant resolutions, even though the resolutions may relate to the remuneration of a member of the Company’s Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2 to 5.

### Power of attorney

If a Shareholder has appointed an attorney for the purposes of the AGM, or if the Voting Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Computershare by the Voting Deadline (defined below), unless this document has been previously lodged with Computershare for notation. Powers of attorney may be submitted by post or by hand delivery to Computershare at the address and by the time shown below.

#### 4. Voting Form Deadline

To be valid, Voting Forms (to lodge a direct vote or appoint a proxy) must be received by **9.30am (Sydney time) on Tuesday, 21 October 2025** (the **Voting Deadline**).

Voting Forms may be submitted:

- online at [www.investorvote.com.au](http://www.investorvote.com.au). You will need information shown on your Voting Form or AGM Access Notice to vote directly or submit proxy instructions this way;
- by mail to GPO Box 242, Melbourne VIC 3001; or
- by facsimile to Computershare on (03) 9473 2555 (within Australia) or +61 3 9473 2555 (outside Australia).

Intermediaries with access to Intermediary Online through Computershare should lodge their votes through [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### 5. Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chair of the Meeting has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will consider the number of Shareholders affected and the extent to which participation in the business of the AGM is affected. Where the Chair of the Meeting considers it appropriate, the Chair of the Meeting may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions and direct votes. Accordingly, Shareholders are encouraged to lodge a directed proxy or direct vote in advance of the Meeting even if they plan to participate in the AGM.

#### 6. Asking questions during the Meeting

Shareholders as a whole will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask questions of the Company's external auditor, KPMG, relating to the audit (see the Explanatory Notes for more information). The protocols for asking questions during the AGM will be explained at the start of the Meeting.

#### 7. Livestream

The AGM will be livestreamed. To view the livestream enter [meetnow.global/IAG2025](https://meetnow.global/IAG2025) into your browser on your desktop, mobile or tablet device and join the Meeting.



# Explanatory Notes

## 1. Receipt of Financial Statements and Reports

The Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2025 (collectively, the **Reports**) will be put before the AGM. The Reports are contained in the Company's Annual Report for the financial year ended 30 June 2025 (**2025 Annual Report**), which is available on IAG's website at <https://www.iag.com.au/investor-centre/financial-results>.

This item does not require a formal resolution to be put to the AGM. Shareholders as a whole will be given a reasonable opportunity to ask questions about, or make comments on, the Reports and the management and business of the Company more generally. The Company's external auditor, KPMG, will also attend the AGM, and Shareholders as a whole will be given a reasonable opportunity to ask them questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

If you wish to submit written questions to the Company or written questions relating to the conduct of the audit or the content of the Auditor's Report to the Company's external auditor in advance of the AGM, you may do so online at [www.investorvote.com.au](http://www.investorvote.com.au) or by mail to GPO Box 242, Melbourne VIC 3001. Questions must be received **no later than 5.00pm (Sydney time) on Thursday, 16 October 2025**. We will endeavour to address as many of the more frequently raised relevant topics as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

## 2. Re-election & Election of Directors

The ASX Listing Rules and Article 12.3 of the Company's Constitution provide that no Director (other than the Managing Director who is exempt) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

Accordingly, Tom Pockett, Helen Nugent, Scott Pickering and George Savvides will retire and seek re-election at this Meeting.

Further, the ASX Listing Rules and Article 12.10 of the Company's Constitution provide that a Director appointed either to fill a casual vacancy or as an addition to the existing Directors will hold office until the conclusion of the next annual general meeting of the Company but is eligible for election.

Following a recommendation from the Nomination Committee, the Board appointed JoAnne Stephenson as a Director effective 12 May 2025. JoAnne Stephenson is standing for election at the first Annual General Meeting since she was appointed.

The Board has considered the skills and expertise that these Directors bring to the Board and recommends that the Shareholders vote in favour of each Director standing for re-election & election (with the relevant Director abstaining in relation to their own re-election/election recommendations).

Profiles of each Director standing for re-election and election are set out below. The Board considers Tom Pockett, Helen Nugent, Scott Pickering, George Savvides and JoAnne Stephenson to be independent.

### Resolution 2(a): Re-election of Tom Pockett

Tom Pockett  
B.Com, CA – Chair & Independent  
Non-Executive Director



### Insurance Industry Experience

Tom Pockett was appointed as a Director of the Company on 1 January 2015 and became Chair on 22 October 2021. He has been the Chair of our Nomination Committee (since 22 October 2021) and attends all other Board Committee meetings in an ex-officio capacity. Tom is also Chair of Insurance Manufacturers of Australia Pty Limited and was appointed as the Independent Non-Executive Director of CGU Australia Pty Ltd on 8 April 2025.

### Other business experience

Tom was previously Chief Financial Officer and then Finance Director with Woolworths Limited, retiring in July 2014. He has also held senior finance roles at Commonwealth Bank, Lendlease Corporation and Deloitte.

Tom is the Chair and a Non-Executive Director of Stockland Corporation Limited and a Non-Executive Director of O'Connell Street Associates.

### Directorships of other listed companies held in the past three years

- Stockland Corporation Limited (since September 2014).

### Board recommendation

The Directors (other than Tom Pockett) recommend that Shareholders vote in favour of Resolution 2(a).

### **Resolution 2(b): Re-election of Helen Nugent**

Dr Helen Nugent AC  
BA (Hons), PhD, MBA (Dist), HonDBus,  
HonDUniv – Independent  
Non-Executive Director



#### **Insurance Industry Experience**

Helen Nugent was appointed as a Director of IAG on 23 December 2016. She is a member of our Audit Committee, Nomination Committee and Risk Committee. Helen was appointed as the Independent Non-Executive Director of RACQ Insurance Limited on 1 September 2025.

#### **Other business experience**

Previously, Helen was Chairman of Swiss Re (Australia) and Swiss Re (Life and Health) Australia, and a Non-Executive Director of Mercantile Mutual.

Helen has extensive financial services experience, having been Chairman of Funds SA and Veda Group and a Non-Executive Director of Macquarie Group and the State Bank of New South Wales. She also served on Westpac Banking Corporation's executive team as Director of Strategy, and prior to that specialised in the financial services sector as a Partner at McKinsey & Company.

Helen's experience as a Non-Executive Director extends to the energy sector and telecommunications. Currently, she is Chairman of Ausgrid and previously was a Non-Executive Director of Origin Energy. She is also the Senior Independent Director at TPG Telecom and is on the Global Advisory Board of the digital transformation company UST.

Helen has given back extensively to the community in the arts, education, health and disability. In the arts, she was Chairman of the National Portrait Gallery of Australia, the National Opera Review, the Major Performing Arts Inquiry, and the Major Performing Arts Board of the Australia Council. In education, she was Chancellor of Bond University and President of Cranbrook School. In disability and health, she was Chairman of the National Disability Insurance Agency, and a former Non-Executive Director of the Garvan Institute for Medical Research.

She was made a Companion of the Order of Australia (AC) in January 2022, having previously received an AO and a Centenary Medal. Helen has been Chairman of the Order of Australia Association Foundation Limited since 2022. She has also been awarded Honorary Doctorates from the University of Queensland and Bond University and has received an Order of Merit from the Australian Olympic Committee.

#### **Directorships of other listed companies held in the past three years**

- TPG Telecom (since July 2020)

#### **Board recommendation**

The Directors (other than Helen Nugent) recommend that Shareholders vote in favour of Resolution 2(b).

### **Resolution 2(c): Re-election of Scott Pickering**

Scott Pickering  
ANZIIF – Independent  
Non-Executive Director



#### **Insurance Industry Experience**

Scott Pickering was appointed as a Director of the company on 1 November 2021 and is a member of our Audit Committee. He was appointed as a Non-Executive Director of IAG New Zealand Limited and IAG (NZ) Holdings Limited on 8 February 2024 and the Independent Non-Executive Chair of CGU Australia Pty Ltd on 8 April 2025.

Scott has been a Chief Executive and is a senior leader in the global insurance industry with over 35 years of experience in the sector. He is the Chair of Fidelity Life Assurance Company Limited (since 1 January 2025) and a former Non-Executive Director for Chubb Insurance in Australia and New Zealand.

Scott was formerly regional Chief Executive Officer for one of the world's largest insurance brokers, Willis Towers Watson, for Central and Eastern Europe, the Middle East and Africa. Prior to Willis Towers Watson, Scott worked for Royal & Sun Alliance Insurance as Regional Chief Executive Officer for Asia and the Middle East. He has also held senior regional leadership and Chief Executive roles at ACE Insurance and CIGNA in the Asia Pacific region and South Africa.

Scott previously held the position of Chief Executive of the Accident Compensation Corporation, which provides comprehensive, no fault personal injury cover for all New Zealanders. He stepped down from the role at the end of June 2021. Scott is a member of the Australian and New Zealand Institute of Insurance and Finance.

#### **Other business experience**

Scott is the Chair of Evolution Healthcare and a Non-Executive Director of state-owned Kiwibank and Bowls New Zealand Aotearoa. He is an advisor for Bain International Inc. and a Director in Engage Consulting Limited.

#### **Directorships of other listed companies held in the past three years**

- None

#### **Board recommendation**

The Directors (other than Scott Pickering) recommend that Shareholders vote in favour of Resolution 2(c).

# Explanatory Notes

## Resolution 2(d): Re-election of George Savvides

George Savvides AM  
BEng (Hons), MBA, FAICD –  
Independent Non-Executive Director



### Insurance Industry Experience

George Savvides was appointed as a Director of IAG on 12 June 2019. He is a member of our People and Remuneration Committee, Risk Committee and Nomination Committee. George was appointed as the Independent Non-Executive Chair of RACQ Insurance Limited on 1 September 2025.

George has extensive executive experience, serving as Chief Executive Officer of leading health insurer Medibank for 14 years (2002 – 2016), and Chief Executive Officer of Sigma Company (now Sigma Healthcare) (1996 – 2000).

### Other business experience

George is a Non-Executive Director of BuildXACT Software Limited (since July 2021) and Chair of the I-MED Radiology Network (since September 2022) and Chair of Faith Values Ltd (since September 2024).

George was Non-Executive Chair of the Australian Securities Exchange (ASX) listed biotech company Next Science (2018 – 2021) and Non-Executive Director of New Zealand's Exchange (NZX) listed entity, Ryman Healthcare (2013 – 2023). He is also a former Deputy Chair (2017– 2020) and Chair (2020–2025) of the Special Broadcasting Service Corporation (SBS), a former Non-Executive Chair of Kings Transport, Non-Executive Chair of Macquarie University Hospital, and served for 18 years on the Board of World Vision Australia, including six years as the Chair, retiring in 2018.

### Directorships of other listed companies held in the past three years

- Ryman Healthcare (April 2013 – June 2023)

### Board recommendation

The Directors (other than George Savvides) recommend that Shareholders vote in favour of Resolution 2(d).

## Resolution 2(e): Election of JoAnne Stephenson

JoAnne Stephenson  
B.Com, LLB (Hons) –  
Independent Non-Executive Director



### Insurance Industry Experience

JoAnne Stephenson was appointed as a Director of IAG on 12 May 2025. She is a member of our Audit Committee and Risk Committee and was appointed as the Independent Non-Executive Director of RACQ Insurance Limited on 1 September 2025.

JoAnne is a Non-Executive Director of Helia Group Limited.

### Other business experience

JoAnne is also a Non-Executive Director of Qualitas Limited, and Lifestyle Communities Limited. Other roles include being a director of Estia Investments Pty Ltd.

JoAnne was previously the Chair and Non-Executive Director of Myer Holdings Ltd, Chair of the Major Transport Infrastructure Board (Victoria) and a Non-Executive Director of Asaleo Care Limited and Japara Healthcare Limited.

She brings over 25 years of executive experience across a range of industries. She was a partner with KPMG for more than 15 years. JoAnne has extensive expertise in finance, accounting, risk management and governance.

### Directorships of other listed companies held in the past three years

- Qualitas Limited (since November 2011)
- Lifestyle Communities Limited (since July 2024)
- Helia Group Limited (since July 2024)
- Challenger Limited (October 2012 – June 2025)
- Myer Holdings Ltd (November 2017 – November 2023)

### Board recommendation

The Directors (other than JoAnne Stephenson) recommend that Shareholders vote in favour of Resolution 2(e).

### 3. Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2025 (**2025 Remuneration Report**) includes information regarding:

- IAG's remuneration policy, practices and strategy; and
- the structure of the Company's KMP remuneration arrangements, and details on how they seek to align senior executive remuneration with the interests of all stakeholders, including our customers, the community and Shareholders.

The 2025 Remuneration Report can be found on pages 77 to 104 of the 2025 Annual Report, which is available on IAG's website at <https://www.iag.com.au/investor-centre/financial-results>.

#### Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

#### Voting exclusion statement

The Company will disregard any votes cast on Resolution 3:

- a) by or on behalf of a member of the Company's KMP named in the 2025 Remuneration Report (or their closely related parties), regardless of the capacity in which the vote is cast; and
- b) as proxy by a person who is a member of the Company's KMP at the date of the Meeting (or their closely related parties),

unless the vote is cast as proxy for a person entitled to vote on Resolution 3:

- in accordance with a direction on the Voting Form; or
- by the Chair of the Meeting, as the Chair has received express authorisation to exercise the proxy as the Chair of the Meeting decides, even though Resolution 3 is connected with the remuneration of the Company's KMP.

For the purpose of these voting exclusions, **closely related party** is defined in the Corporations Act and includes a spouse, dependant, and certain other close family members, as well as any companies controlled by a member, of the Company's KMP.

### 4. Allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer

The Company proposes to allocate deferred award rights (**DARs**) and executive performance rights (**EPRs**) to the Managing Director and Chief Executive Officer (**CEO**), Nick Hawkins, on the terms outlined below.

#### Why is Shareholder approval being sought?

Under ASX Listing Rule 10.14, Shareholder approval is required for the issue of equity securities under an employee incentive scheme to Directors. Where the underlying shares to satisfy the vesting of those securities are required by the terms of the scheme to be purchased on market Shareholder approval is not required. The terms of the DARs and EPRs will require that any shares allocated to Nick Hawkins on vesting and exercise of his DARs and EPRs must be acquired on market, so Shareholder approval is not required under the ASX Listing Rules. However, the Board is voluntarily seeking Shareholder approval as a matter of good governance. If Shareholder approval is not obtained, the Board may consider alternative arrangements to appropriately remunerate and incentivise Nick Hawkins in his role as CEO.

#### Background

Nick Hawkins' current remuneration package includes:

- fixed pay (base salary plus superannuation) of \$1,966,000;
- a maximum short term incentive (**STI**) opportunity of 150% of his fixed pay, provided in the form of cash and DARs; and
- a maximum long term incentive (**LTI**) opportunity of 150% of his fixed pay, provided in the form of EPRs.

The cash STI, DARs and EPRs are "at risk". DARs are only awarded if the CEO meets the targets necessary to earn an STI. Similarly, EPRs only vest if the applicable LTI performance hurdles are met. Both DARs and EPRs are designed to align the CEO's interests with those of Shareholders. The number of DARs and EPRs granted and the number that vest are subject to adjustment at the discretion of the Board (for further details see Other key discretions on page 12).

#### Proposed deferred STI arrangements – DARs

For FY25, the Board set Nick Hawkins' maximum annual STI opportunity at 150% of his fixed pay (consistent with the approach taken for the previous financial year). Nick Hawkins' actual STI outcome for FY25 was \$2,387,743 and was determined by the Board based on achievement of a mix of financial and non-financial targets and an overall assessment of performance by the Board.

50% of that FY25 STI outcome will be paid as cash and the remaining 50% will be deferred for up to five (5) years. The deferred amount is proposed to be provided as a grant of DARs. Each DAR is a right to acquire an ordinary share in the Company, granted at no cost to Nick Hawkins.

No dividend will be paid on any unvested, or vested and unexercised DARs. The DARs will be subject to dealing restrictions prior to vesting, unless the Board determines otherwise, or the dealing is required by law.

DARs will expire seven (7) years from the grant date, or on any other date determined by the Board. Vested DARs that are not exercised before the expiry date will be automatically exercised on the expiry date.

# Explanatory Notes

Deferring a portion of STI into DARs is designed to provide a retention incentive and align the CEO's interests with those of Shareholders.

The Board has determined that the FY25 DARs proposed to be granted to Nick Hawkins will be divided into four (4) tranches that will vest as follows, subject to continued service and forfeiture conditions (see Cessation of employment and potential adjustments section on page 11 for more information):

- Tranche 1: 73% on the second trading day after the release of the Company's 2026 annual results;
- Tranche 2: 9% on the second trading day after the release of the Company's 2028 annual results;
- Tranche 3: 9% on the second trading day after the release of the Company's 2029 annual results; and
- Tranche 4: 9% on the second trading day after the release of the Company's 2030 annual results.

## How many DARs will be granted to Nick Hawkins?

Nick Hawkins is proposed to be granted 135,410 DARs, provided in one (1) tranche of 98,840 DARs and three (3) tranches of 12,190 DARs each.

The number of DARs in each tranche was calculated using the following formula:

$$D = (STI / 2 \times Z) / S$$

Where:

D = the number of DARs in each tranche proposed to be granted, rounded up to the nearest 10;

STI = the dollar amount of Nick Hawkins' STI award for the financial year ended 30 June 2025 as determined by the Board, being \$2,387,743;

Z = the proportion of the deferred STI in each tranche (currently 73% for Tranche 1 and 9% for Tranches 2, 3 and 4); and

S = the volume weighted average share price of IAG shares over the 30 trading days up to 30 June 2025, being \$8.81832.

If Resolution 4 is approved, the DARs will be granted to Nick Hawkins as soon as practicable on or after 29 October 2025 but, in any event, within 12 months of the Meeting.

## Proposed LTI arrangements – EPRs

It is proposed that Nick Hawkins be provided an LTI award for FY26 in the form of EPRs (**October 2025 LTI grant**), which will be divided into three (3) equal tranches. Each EPR is a right to acquire an ordinary share in the Company (or a cash amount equivalent to the value of an ordinary share in the Company, as determined by the Board), subject to meeting applicable performance hurdles. EPRs will be granted at no cost to Nick Hawkins and may be exercised at no cost if the performance hurdles are met. The Board retains discretion to adjust the number of any unvested EPRs downwards or upwards if it decides it is appropriate to do so (for further details see Other key discretions on page 12).

The performance hurdles that must be met before EPRs become exercisable create a direct link between the remuneration paid to executives and IAG's key strategic financial and non-financial objectives. In the Board's view, this supports IAG's economic sustainability and is in the long-term interests of Shareholders.

## Performance and deferral period

Each tranche of EPRs will have a four (4) year performance period commencing 1 July 2025 and ending on 30 June 2029. EPRs in each tranche that remain eligible to vest following testing of the performance hurdles at the end of the performance period will have staggered vesting as follows – 1/3 will vest immediately (i.e. four (4) years after grant), 1/3 will vest five (5) years after grant and the remaining 1/3 will vest six (6) years after grant.

No dividend will be paid on any unvested, or vested and unexercised EPRs. The EPRs will be subject to dealing restrictions prior to vesting, unless the Board determines otherwise, or the dealing is required by law.

EPRs will expire seven (7) years from the grant date, or on any other date determined by the Board. Vested EPRs that are not exercised before the expiry date will be automatically exercised on the expiry date.

## Total Shareholder Return (TSR) performance hurdle – Tranche 1

One tranche of EPRs will be subject to a TSR performance hurdle.

Under the TSR performance hurdle, IAG's TSR will be measured against the TSR of the top 50 industrial companies within the S&P/ASX 100 Index (**Peer Group**) as at 30 June 2025. Industrial companies are defined by Standard & Poor's as being all companies excluding those defined as being in the Energy sector (Global Industry Classification Standard (**GICS**) Tier 1) and the Metals & Mining industry (GICS Tier 3). Companies which are no longer part of the index at the end of the performance period (e.g. due to acquisition or delisting) may be removed from the Peer Group.

The proportion of EPRs in this tranche that may vest will be determined in accordance with the following table (subject to the discretion of the Board):

IAG TSR Ranking relative to Peer Group	Percentage of EPRs in this tranche eligible to vest
Less than the 50.1th percentile	0%
At the 50.1th percentile	50%
Between the 50.1th and 75th percentile	Pro rata vesting on a straight-line basis between 50% and 100%
75th percentile or greater	100%

There will be no retesting and any EPRs in this tranche that do not remain eligible to vest following testing will lapse.

### Reported Return on Equity (ROE) performance hurdle – Tranche 2

One tranche of EPRs will be subject to a Reported ROE performance hurdle.

The Reported ROE performance hurdle measures IAG's average Reported ROE over the four 12-month periods that make up the performance period. Reported ROE will be calculated by dividing IAG's Net Profit After Tax by average equity attributable to shareholders of the Company.

The proportion of EPRs in this tranche that may vest will be determined in accordance with the following table (subject to the discretion of the Board):

Reported ROE performance	Percentage of EPRs in this tranche eligible to vest
Below 11%	0%
At 11%	20%
Between 11% and 15%	Pro-rata vesting on a straight-line basis between 20% and 100%
At or above 15%	100%

There will be no retesting and any EPRs in this tranche that do not remain eligible to vest following testing will lapse.

### Customer Experience performance hurdle – Tranche 3

One tranche of EPRs will be subject to a Customer Experience performance hurdle. The Customer Experience component of LTI will be measured by Transactional Net Promoter Score (**tNPS**) performance. tNPS is a measure used internally within IAG which provides a quantitative, simple and well understood measure of customer experience.

The Customer Experience performance targets have been set with reference to global benchmarks, considering IAG's historic tNPS performance as well as factors that will influence tNPS over the four-year performance period of the LTI award.

The proportion of EPRs in this tranche that may vest will be determined in accordance with the following table (subject to the discretion of the Board):

Customer Experience (tNPS) performance	Percentage of EPRs in this tranche eligible to vest
Below 47	0%
At 47	20%
Between 47 and 55	Pro-rata vesting on a straight-line basis between 20% and 100%
At or above 55	100%

There will be no retesting and any EPRs in this tranche that do not remain eligible to vest following testing will lapse.

### How many EPRs will be granted to Nick Hawkins?

Nick Hawkins is proposed to be granted 334,440 EPRs, provided in three (3) tranches of 111,480 EPRs each.

The number of EPRs in each tranche was calculated using the following formula:

$$E = (1.50 \times F / 3) / S$$

Where:

E = the number of EPRs in each tranche proposed to be granted, rounded up to the nearest 10;

1.50 = the proportion of fixed pay that is constituted by the LTI award, being 150%;

F = the dollar value of Nick Hawkins' fixed pay at the time of grant, being \$1,966,000;

3 = the number of EPR tranches; and

S = the volume weighted average share price of IAG shares on the 30 trading days up to 30 June 2025, being \$8.81832.

If Resolution 4 is approved, the EPRs will be granted to Nick Hawkins as soon as practicable on or after 29 October 2025 but, in any event, within 12 months of the Meeting.

### Cessation of employment and potential adjustments

If the CEO ceases employment with the Company due to retirement, redundancy, death, or total and permanent disablement or with the approval of the Board, unless the Board determines otherwise:

- any unvested DARs will remain on foot and continue to become exercisable on their scheduled vesting dates;
- any unvested EPRs will remain on foot and continue to be subject to the same performance hurdles, deferral periods and scheduled vesting dates; and
- any vested DARs and EPRs not exercised by Nick Hawkins will be automatically exercised at the next trading window at least 60 days after cessation of employment (unless exercised earlier).

If the CEO ceases employment for any other reason (excluding termination in circumstances of serious misconduct), unless the Board determines otherwise:

- any unvested DARs and EPRs will lapse; and
- any vested DARs and EPRs not exercised by Nick Hawkins will be automatically exercised at the next trading window at least 60 days after cessation of employment (unless exercised earlier).

If the CEO's employment is terminated in circumstances of serious misconduct, both his unvested and vested DARs and EPRs will lapse on cessation of employment (irrespective of whether they have become exercisable).



# Explanatory Notes

## Other key discretions

- The Board may delay the date on which DARs and/or EPRs vest or are exercised including in circumstances where:
  - dealings would be prohibited; or
  - the Board has determined that vesting or exercise would be inappropriate; or
  - where the holder is under investigation.
- If there is a change of control event, such as a takeover, the Board has absolute discretion to determine how DARs and/or EPRs may be dealt with, including whether all or some of the outstanding DARs and/or EPRs on issue will vest, lapse or cease to be subject to restrictions, any applicable laws and regulations.
- The Board has broad clawback (for a period of up to two (2) years from the vesting or payment date) and malus powers under the award terms. These powers enable the Board to:
  - lapse unvested DARs and EPRs;
  - lapse vested but unexercised DARs and EPRs;
  - forfeit shares allocated on vesting of DARs and EPRs; and/or
  - require payment / repayment of cash amounts received in connection with the DAR and EPR plans.

These provisions may be applied in the event of a broad range of circumstances, including:

- where the participant has acted fraudulently or dishonestly;
- has engaged in gross misconduct or has breached their duties or obligations to the Group;
- where there has been misconduct leading to significant adverse outcomes, significant failure or breach of accountability, fitness and propriety or compliance obligations or significant unexpected or unintended consequences; or
- a financial misstatement circumstance.

In some of these circumstances, the Board will be required to take reasonable steps to reduce the incentive outcome in a proportionate way to the severity of the risk and conduct outcome. The Board has discretion to adjust upwards and downwards DARs and EPRs vesting outcomes, including to ensure the performance of the Group and individual are aligned to Shareholder outcomes and expectations.

## Additional information

- Nick Hawkins is the only Executive Director and therefore is the only Director eligible to receive DARs and EPRs.
- Since Nick Hawkins' appointment as CEO on 2 November 2020, a total of 452,810 DARs and 2,465,640 EPRs have been granted to him. These awards were granted under STI or LTI arrangements for no cost.
- No loan has been, or is intended to be, given by the Company to the CEO in relation to the proposed grants of DARs or EPRs.
- Details of the remuneration arrangements of the CEO and the securities issued to the CEO under the DARs and EPRs plans is published in the 2025 Annual Report.

## Voting exclusion statement

The Company will disregard any votes cast:

- a) in favour of Resolution 4 by or on behalf of Nick Hawkins or any of his associates, regardless of the capacity in which the vote is cast; or
- b) on Resolution 4 as a proxy by a person who is a member of the Company's KMP at the date of the AGM (and their closely related parties),

unless the vote is cast:

- as a proxy or attorney for a person entitled to vote on Resolution 4 in accordance with a direction given to the proxy or attorney to vote in that way;
- by the Chair of the Meeting, as the Chair has received express authorisation to exercise the proxy as the Chair of the Meeting decides, even though Resolution 4 is connected with the remuneration of the Company's KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

## Board recommendation

The Directors (other than Nick Hawkins) recommend that Shareholders vote in favour of Resolution 4.



## 5. Increase in the Independent Non-Executive Director Fee Pool

In accordance with Article 12.12 of the Company's Constitution and ASX Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate amount available to be paid to the Independent Non-Executive Directors as remuneration in any financial year (**Fee Pool**). ASX Listing Rule 10.17 provides that a listed entity must not increase the Fee Pool without Shareholder approval. A similar requirement is included in Article 12.12 of the Company's Constitution.

The current Fee Pool of A\$4,000,000 per annum was approved by Shareholders at the 2023 AGM and has not been increased since.

It is proposed that the Fee Pool be increased by A\$700,000 to A\$4,700,000 per annum, to apply with effect from 1 July 2025. The fee pool is inclusive of statutory entitlements (including superannuation payments).

Details of the fees paid to Independent Non-Executive Directors are included in the 2025 Remuneration Report at pages 91 to 92 and 98 of the Annual Report.

The reasons for the proposed increase in the Fee Pool include to:

- i. remain competitive, keep pace with market conditions and allow IAG to continue to attract and retain high quality and suitability qualified Independent Non-Executive Directors;
- ii. reflect increased regulatory demands;
- iii. manage any future appointments and renewals to the IAG Board and to the IAG subsidiary boards, noting that under ASX Listing Rule 10.17, any fees paid to IAG's Independent Non-Executive Directors on subsidiary boards must be included in the Fee Pool. Since the 2023 AGM, the number IAG Independent Non-Executive Directors being appointed to IAG prudentially regulated subsidiary boards has increased following: (a) the transfer of the intermediated insurance business by Insurance Australia Limited to CGU Australia Pty Ltd, and (b) the acquisition of RACQ Insurance Limited and the planned acquisition of RAC Insurance.\* The appointment of IAG Independent Non-Executive Directors to these prudentially regulated entities, amongst others, helps in managing group oversight of key prudentially regulated subsidiaries and responds to APRA's expectations to have Independent Non-Executive Directors appointed to boards of key prudentially regulated subsidiaries.

If this Resolution 5 is approved by Shareholders, the Fee Pool will increase to A\$4,700,000. If this Resolution 5 is not approved, the Fee Pool will remain at A\$4,000,000. This will mean that the Board will not have the flexibility described above, and any future Independent Non-Executive Directors appointments and fees will need to be assessed within the current Fee Pool.

The Company will continue to set the actual level of remuneration of its Independent Non-Executive Directors within the Fee Pool after having regard to independent external advice, market practice, Board performance and other appropriate factors. It is not intended to distribute all of the proposed increased Fee Pool, if approved, in FY26.

No securities in the Company have been issued to any Independent Non-Executive Directors under ASX Listing Rules 10.11 or 10.14 with the approval of Shareholders at any time within the three years before the date of this Notice of Meeting.

### Voting exclusion statement

The Company will disregard any votes cast:

- a) in favour of Resolution 5 by a Director of the Company or any of their associates, regardless of the capacity in which the vote is cast; or
- b) on Resolution 5 as a proxy by a person who is a member of the Company's KMP at the date of the AGM (and their closely related parties),

unless the vote is cast:

- as a proxy or attorney for a person entitled to vote in accordance with a direction given to the proxy or attorney to vote in that way;
- by the Chair of the Meeting, as the Chair has received express authorisation to exercise the proxy as the Chair of the Meeting decides, even though Resolution 5 is connected with the remuneration of the Company's KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

### Board recommendation

Noting that each Independent Non-Executive Director has a personal interest in Resolution 5, the Board does not (believe it is appropriate to) make a recommendation to Shareholders in relation to voting on this resolution.

\* Subject to regulatory approvals and other conditions.

[www.iag.com.au](http://www.iag.com.au)







## CONTACT COMPUTERSHARE

**Phone:**

1300 360 688 (inside Australia)  
+61 3 9415 4210 (outside Australia)

**Questions:**

Questions can be lodged on the form enclosed or online at [www.investorvote.com.au](http://www.investorvote.com.au)

**Mail:**

Share Registry  
Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne VIC 3001 Australia



## YOUR VOTE IS IMPORTANT

**For your vote or proxy appointment to be valid, your instruction must be received by 9.30am (Sydney time) on Tuesday, 21 October 2025.**

# VOTING FORM

## HOW TO VOTE ON ITEMS OF BUSINESS

### 1. DIRECT VOTING

If you mark Box 1 in Step 1, you are indicating that you wish to vote directly. You must mark either FOR, AGAINST or ABSTAIN on each item in Step 2. Votes will only be valid for items marked and no vote will be counted for items left blank. If you mark more than one box in Step 2 on an item of business your vote will be invalid on that item, unless you are only voting a portion of your shares (see below).

If you do not vote on any item, or if you mark both Box 1 and Box 2 in Step 1, you will be taken to have appointed the Chair of the Meeting as your proxy.

If neither Box 1 nor Box 2 is marked in Step 1, you will be taken to have appointed the person named in the form as your proxy and if no person is named, the Chair of the Meeting as your proxy.

Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you lodge a direct vote and then attend or participate in the AGM, you will cancel your direct vote unless you instruct the Company or Computershare otherwise.

### 2. APPOINTING A PROXY

If you mark Box 2 in Step 1, you are indicating that you wish to appoint a proxy to act and vote on your behalf at the Meeting. Your proxy may vote or abstain on an item of business, to the extent permitted by law, as they choose, if you do not mark a box on the item of business in Step 2.

If your named proxy does not attend the Meeting or does not vote on a poll on your behalf as directed, the Chair of the Meeting will become your proxy.

If you mark more than one box in Step 2 on an item of business your vote will be invalid on that item (unless you are only voting a portion of your shareholding - see below).

#### Voting a portion of your holding:

You are able to instruct your proxy how to vote, by inserting a percentage or number of shares you wish to vote in the FOR, AGAINST or ABSTAIN box or boxes. The sum of the votes cast by you on each resolution must not exceed your total voting entitlement or 100%.

#### Appointing a second proxy:

You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes (and fractions of votes will be disregarded). When appointing two proxies, write both names and the percentage of votes or number of shares for each overleaf.

**A proxy may be an individual or a body corporate, and need not be a Shareholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** The Voting Form must be signed by the Shareholder or the Shareholder's duly authorised attorney.

**Joint Holding:** The Voting Form must be signed by each of the joint Shareholders personally or by their duly authorised attorneys.

**Power of Attorney:** If you have not already lodged your Power of Attorney with Computershare, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held.

## Documents may be lodged:

### VIA THE INTERNET

Vote online or appoint a proxy at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access

**Control Number: 187987**

For Intermediary Online subscribers (custodians) use [www.intermediaryonline.com](http://www.intermediaryonline.com)

### BY MAIL

Share Registry  
Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne VIC 3001  
Australia

### BY FAX

Please fax your completed form to (03) 9473 2555 (inside Australia) or +61 3 9473 2555 (outside Australia).



**PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential**

# VOTING FORM

Please mark ☒ to indicate your directions

## STEP 1

### INDICATE HOW YOUR VOTE WILL BE CAST – Select one of the two options only

At the Annual General Meeting of Insurance Australia Group Limited to be held at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 and online at meetnow.global/IAG2025 on Thursday, 23 October 2025, commencing at 9.30am (Sydney time) and at any postponement or adjournment of that Meeting I/we being members of the Company and entitled to vote direct the following:

#### 1. VOTE DIRECTLY

☐

Record my/our votes strictly in accordance with the directions below.  
For a valid Direct Vote to be recorded you must mark either FOR, AGAINST or ABSTAIN on each item.

OR

#### 2. APPOINT A PROXY TO VOTE ON YOUR BEHALF

☐

The Chair of the Meeting

OR

The name of the person or body corporate you are appointing if this person is someone other than the Chair of the Meeting

or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, and to vote in accordance with the following directions (or, if no directions have been given, to the extent permitted by law, as the proxy sees fit).

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related resolutions (Resolutions 3, 4 and 5):** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) and I/we have not indicated a voting direction below then, by submitting this form, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy on Resolutions 3, 4 and 5, even though Resolutions 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company (which includes the Chair of the Meeting).

**Important note:** If the Chair of the Meeting is (or becomes) your proxy, you can direct the Chair of the Meeting to vote FOR or AGAINST or ABSTAIN from voting on Resolutions 3, 4 and 5 by marking the appropriate box in Step 2 below.

## STEP 2

### ITEMS OF BUSINESS

Please mark **X** within the box to indicate your directions. If you mark the abstain box for a particular item, you are directing that your vote will not be counted on a poll and will not be included in the required majority.

**The Chair of the Meeting intends to vote all available proxies in favour of each Item of business.**

In exceptional circumstances, the Chair of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

#### The Chair of the Meeting intends to vote all available proxies in favour of these Resolutions.

	FOR	AGAINST	ABSTAIN
2(a) Re-election of Tom Pockett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Re-election of Helen Nugent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c) Re-election of Scott Pickering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(d) Re-election of George Savvides	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(e) Election of JoAnne Stephenson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Increase to the Independent Non-Executive Director Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SIGN

### SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Contact

Name

Shareholder 2

Director

Daytime

Telephone

Shareholder 3

Director/Company Secretary

Date

#### Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically.

318180\_02\_V8



## CONTACT COMPUTERSHARE

**Phone:**

1300 360 688 (inside Australia)  
+61 3 9415 4210 (outside Australia)

**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote or proxy appointment to be valid, your instruction must be received by 9.30am (Sydney time) on Tuesday, 21 October 2025.

# INSURANCE AUSTRALIA GROUP LIMITED ANNUAL GENERAL MEETING

## IMPORTANT INFORMATION

### IAG'S ANNUAL GENERAL MEETING (AGM)

All the information you need to attend our 2025 AGM, including how to access the Notice of Meeting and how to lodge your Voting Form and Shareholder questions, is contained in this notice.

## MEETING DETAILS

IAG's 2025 AGM will be held on Thursday, 23 October 2025 starting at 9.30am (Sydney time) and as a hybrid Meeting.

## HOW SHAREHOLDERS CAN ATTEND THE AGM

### To attend in person:

The Meeting will be held at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000. Shareholders may arrive and register their attendance from 8.30am.

### To attend online you will need to:

- visit [meetnow.global/IAG2025](https://meetnow.global/IAG2025);
- select the Securityholder or Proxy button;
- type in your SRN/HIN (which is set out in the box to the right); and
- type in your Post Code.

If you log in as a Shareholder, you will be able to view the Meeting, ask written questions, make written comments and submit votes in real time.

### You can access the Meeting using your smartphone, tablet or computer:

Please ensure your browser is compatible with the latest version of Chrome, Safari, Edge or Firefox.

Further instructions on how to attend online are set out in the Online Meeting Guide available at: [www.iag.com.au/investor-centre/annual-meetings](http://www.iag.com.au/investor-centre/annual-meetings)

### To attend via teleconference you will need to:

- dial the phone number **1800 809 971** or **1800 558 698** (Australia) or **0800 453 055** (New Zealand) and when prompted, enter the Meeting Code **10048668**.

Please note that if you plan to use the teleconference facility to ask a question, you will still need to log in to the online platform if you wish to vote (i.e. you cannot vote by telephone).

## ACCESS THE MEETING DOCUMENTS AND LODGE YOUR VOTE ONLINE

You can access the Meeting documents and lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) or by using your mobile device to scan the personalised QR code below.

You will need your secure Control Number and Holder Number, set out below.



**Control Number: 187987**

For Intermediary Online subscribers (custodians) use [www.intermediaryonline.com](http://www.intermediaryonline.com)



**PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential**

Further details on how to attend the Meeting are on the reverse of this page.

**To vote in advance of the Meeting:**

You can vote on the resolutions being put to the Meeting anytime between now and 9.30am (Sydney time) on Tuesday, 21 October 2025, by following the instructions set out in the box on the front of this page. You will need to:

- type in the Control Number provided; and
- type in your SRN/HIN when prompted.

Even if you plan to attend the AGM online, we encourage you to submit a direct vote or directed proxy in advance of the Meeting so that your votes can still be counted if for any reason you cannot vote on the day.

**To ask questions before the AGM:**

As in past years, we encourage Shareholders to ask questions in advance of the Meeting. If you would like to ask a question ahead of the Meeting, you can do this:

- online at [www.investorvote.com.au](http://www.investorvote.com.au);
- by printing off a copy of the question form available at [www.iag.com.au/investor-centre/annual-meetings](http://www.iag.com.au/investor-centre/annual-meetings); or
- by emailing your questions to: [investor.relations@iag.com.au](mailto:investor.relations@iag.com.au)

We will endeavour to address as many of the more frequently raised relevant topics as possible during the course of the Meeting; however, we may not have time to address every question. Please note that individual responses will not be sent to Shareholders.

**WATCH THE AGM AS A GUEST**

You can also watch the Meeting as a guest. Simply visit [meetnow.global/IAG2025](https://meetnow.global/IAG2025)

Note: you cannot ask questions or vote during the Meeting if you attend as a guest.

# ONLINE MEETING GUIDE

INSURANCE AUSTRALIA GROUP LIMITED  
ANNUAL GENERAL MEETING  
THURSDAY 23 OCTOBER 2025 AT 9:30AM (SYDNEY TIME)

## GETTING STARTED

If you choose to attend online you will be able to view a livestream of the Meeting, ask written questions, make written comments, and submit your votes in real time. To attend online visit <https://meetnow.global/IAG2025> on your smartphone, tablet or computer. Please ensure your device is compatible with the latest version of Chrome, Safari, Edge or Firefox.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Australian Residents

SRN or HIN and postcode of your registered address.

### Overseas Residents

SRN or HIN and country of your registered address.

### Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the Meeting day.

## ATTEND THE MEETING


To attend the Meeting, visit <https://meetnow.global/IAG2025> and you will be taken to the Meeting for IAG.


### To attend as a Shareholder

Select 'Shareholder', enter your SRN / HIN and select your country. If Australia, also enter your Post Code.

Shareholder
Invitation
Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN   
eg. X1234567890

Country  
Australia 

Post Code  
eg. 0123

☐ I have read and accept the [Terms & Conditions](#)

**SIGN IN**

### or To attend as a Proxyholder

To access the Meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your Invite Code provided in the e-mail.

Shareholder
Invitation
Guest

If you have received an email invitation for this meeting, please enter your invite code below.

Invite Code  
Enter your invite code. e.g. G-ABCDEFGH or ABCD

☐ I have read and accept the [Terms & Conditions](#)

**SIGN IN**

### or To watch as a Guest

Select 'Guest' and enter your details. Please note, Guests will not be able to ask questions or vote at the Meeting.

Shareholder
Invitation
Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name \*

Last Name \*

Email


Company Name

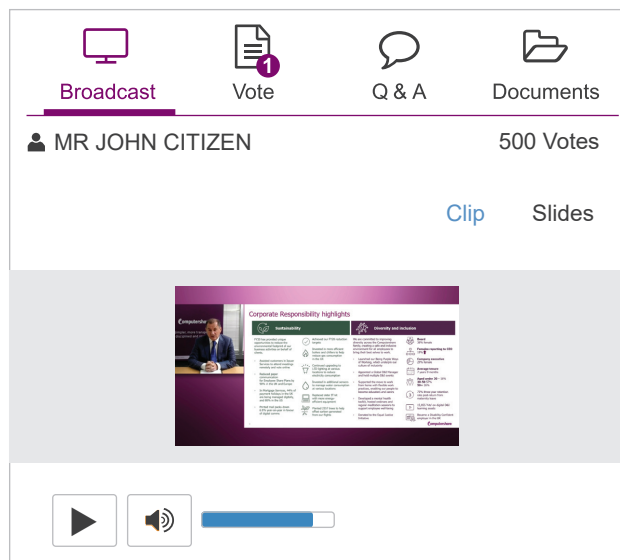
☐ I have read and accept the [Terms & Conditions](#)

**SIGN IN**



## Broadcast

The livestream will appear automatically once the Meeting has started. If the livestream does not start automatically press the play button  and ensure the audio on your computer or device is turned on.

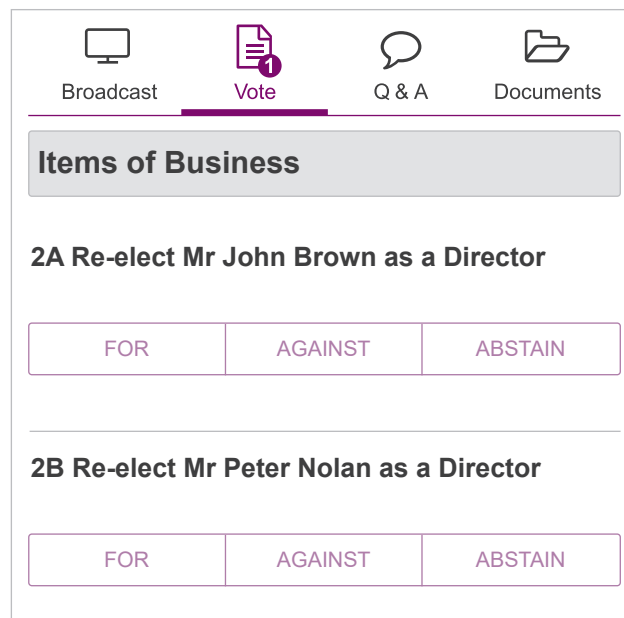


## Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen (example below).

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

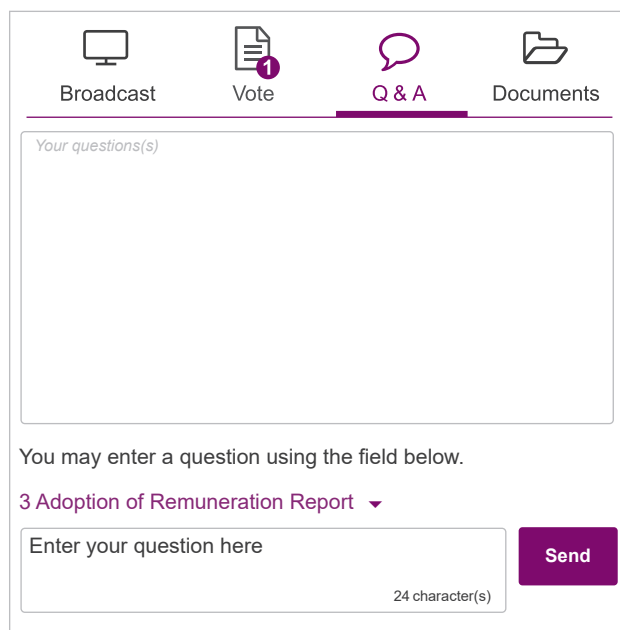
To change your vote, select 'Click here to change your vote' and press a different option to override.



## Q & A

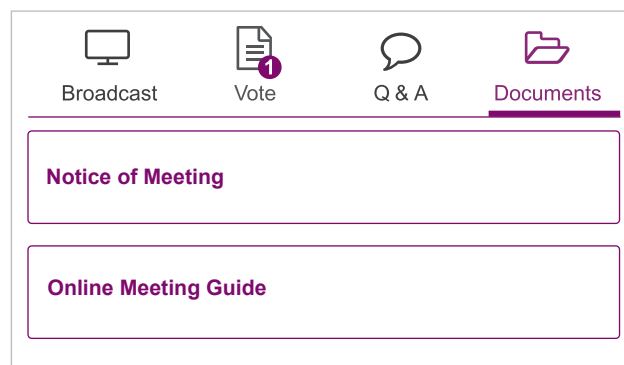
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the online platform.



## Documents

To view Meeting documents select the 'Documents' icon and choose the document you wish to view.



## FOR ASSISTANCE

If you require assistance before or during the Meeting please call +61 3 9415 4024.