

## **Minutes of Extraordinary General Meeting of Long Pipes Limited (Administrators Appointed)**

Date: Saturday, 4 October 2025  
Scheduled Time: 10:00 AM AWST  
Venue: 26b Cooper Road, Cockburn Central WA 6164  
Chair: Martin Jones (Joint and Several Voluntary Administrator)  
Minute Taker: Kieran Chu (KPMG)

---

### **1. Opening and Welcome**

The Extraordinary General Meeting of Long Pipes Limited (Administrators Appointed) commenced at 10:15AM.

Martin Jones, Joint and Several Voluntary Administrator, chaired the meeting, with Kieran Chu of KPMG recording the minutes. A quorum was confirmed and the meeting was declared open, having been called in accordance with the Notice of Meeting dated 21 August 2025.

### **2. Chairman Appointment**

Martin Jones explained that, due to the appointment of voluntary administrators, the powers of the board of directors were suspended and now exercised by the administrators in accordance with the Corporations Act 2001 (Cth). As such, Mr. Jones assumed the chair for the meeting.

No objections were raised.

### **3. Background – Voluntary Administration process**

The Chairperson provided a detailed overview of the circumstances leading to voluntary administration, noting:

- The process was initiated by the board to stabilise the business, protect the interests of creditors and shareholders, and provide an opportunity for recapitalisation.
- The administrators are conducting a thorough assessment of the company's financial position and developing a proposal for its future, typically through a Deed of Company Arrangement (DOCA).
- During administration, the administrators exercise all powers of the directors, including decisions on operations, strategic direction, and director appointments/removals.
- Any actions or decisions by directors during this period must be authorised by the administrators.

He further advised:

- The first meeting of creditors is scheduled for Friday, 10 October 2025, to confirm the appointment of administrators, consider a committee of inspection, and address other relevant business.
- A second meeting of creditors will be held on or before 4 November 2025 to determine the company's future, including proposals for a DOCA, liquidation, or return of the company to the directors. Timing may be subject to court application for further time if required.

#### **4. Requisition Notice and Calling of Meeting**

The meeting was convened in response to a requisition notice from shareholders holding at least 5% of voting shares, as permitted under the Corporations Act and the Company's Constitution. The requisitioning shareholders - James Leslie Baddock Hayman, Peter John Mansell, and James Hamilton Bray Graham - requested that shareholders consider resolutions to remove two existing directors and appoint two new directors.

#### **5. Admission of Proxies and Voting Rights**

The Chairperson reminded attendees:

- Proxy forms must have been lodged in accordance with the Notice of Meeting.
- Voting rights were determined by the share register as at 4:00 PM AWST on Thursday, 2 October 2025.
- Disputes regarding share ownership were acknowledged; votes were accepted as per the current register, with the company's rights reserved.
- Two proxies received after the cut-off were excluded.
- The chair would vote proxies as directed; if undirected, he would vote against each resolution as indicated in the Notice of Meeting.

#### **6. Agenda of the Meeting**

The agenda was outlined as follows:

- Appointment of James Leslie Baddock Hayman as director
- Appointment of Peter John Mansell as director
- Removal of Ulrich Hartig as director
- Removal of Vance Moore as director

## 7. Voting on Resolutions

All resolutions were considered as ordinary resolutions and decided by poll, in accordance with the Company's Constitution and the Corporations Act. Each member present in person or by proxy, attorney or corporate representative had one vote per fully paid share held.

## 8. Shareholder Questions

The Chairperson asked whether there were any questions which shareholders wished to raise.

Pamela McKay (Kikiros) Asked whether the meeting was being recorded and requested that shareholders in attendance be asked if they had any objections to the meeting being recorded.

Chairperson The Chairperson agreed to the request, and as there were no objections from shareholders, the meeting was recorded.

Pamela McKay (Kikiros) Asked if the Chairperson would take resolutions from the floor.

Chairperson Chairperson replied that it was not appropriate to take resolutions from the floor, as this meeting was an EGM convened for a specific purpose.

Pamela McKay (Kikiros) Noted that, if permitted, it was her intention to move a resolution of no confidence in Ulrich Hartig

Chairperson Chairperson reiterated that only the resolutions set out in the Notice of Meeting would be considered.

There were no further questions from shareholders.

## 9. Consideration of Resolutions and Voting Results

The Chairperson then moved on to the consideration of the following resolutions:

### **Resolution 1 – Appointment of James Leslie Baddock Hayman as director**

“That, pursuant to rule 7.1(g) of the Company's Constitution, Mr James Hayman be appointed as a director of the Company with effect from the close of this Meeting.”

Moved by: Paul D Evans

Shareholders in attendance were asked to vote on the resolution by filling out the distributed proxy forms.

## **Resolution 2 – Appointment of Peter John Mansell as director**

“That, pursuant to rule 7.1(g) of the Company’s Constitution, Mr Peter Mansell be appointed as a director of the Company with effect from the close of this Meeting.”

Moved by: Paul D Evans

Shareholders in attendance were asked to vote on the resolution by filling out the distributed proxy forms.

## **Resolution 3 – Removal of Ulrich Hartig as director**

“That, pursuant to section 203D of the Corporations Act, Mr Ulrich Hartig be removed as a director of the Company with effect from the close of this Meeting.”

Moved by: Paul D Evans

Shareholders in attendance were asked to vote on the resolution by filling out the distributed proxy forms.

## **Resolution 4 – Removal of Vance Moore as director**

“That, pursuant to section 203D of the Corporations Act, Mr Vance Moore be removed as a director of the Company with effect from the close of this Meeting.”

Moved by: Paul D Evans

Shareholders in attendance were asked to vote on the resolution by filling out the distributed proxy forms.

The meeting was adjourned for approximately 45 minutes to allow for the calculation of the poll results. Upon resumption, the Chairperson outlined the results of each resolution as follows:

<b>Number</b>	<b>Resolution 1 Election of Director Mr James Hayman</b>	<b>Resolution 2 Election of Director Mr Peter Mansell</b>	<b>Resolution 3 Removal of Director Mr Ulrich Hartig</b>	<b>Resolution 4 Removal of Director Mr Vance Moore</b>
<b>Value of Votes</b>				
For	98,802,457	98,802,457	101,325,419	101,325,419
Against	63,658,992	63,658,992	61,937,030	61,937,030
Abstain	801,000	801,000	0	0
<b>RESULT</b>	<b>PASS</b>	<b>PASS</b>	<b>PASS</b>	<b>PASS</b>

For completeness, it should be noted that minor discrepancies exist between the vote counts announced at the meeting and those calculated by KPMG following a post-meeting reconciliation. The accurate figure is as follows:

	<b>Resolution 1 Election of Director Mr James Hayman</b>	<b>Resolution 2 Election of Director Mr Peter Mansell</b>	<b>Resolution 3 Removal of Director Mr Ulrich Hartig</b>	<b>Resolution 4 Removal of Director Mr Vance Moore</b>
<b>Value of Votes</b>				
For	96,428,650	96,428,650	98,951,612	98,951,612
Against	63,596,492	63,596,492	61,874,530	61,874,530
Abstain	801,000	801,000	0	0
<b>RESULT</b>	<b>PASS</b>	<b>PASS</b>	<b>PASS</b>	<b>PASS</b>

We confirm that these minor discrepancies had no impact on the results of any resolution.

### **10. Any Other Business**

The Chairperson invited shareholders to raise any other business.

No further business was raised.

### **11. Closing the Meeting**

There being no further business, the Chairperson declared the meeting closed at 11:18 AM and thanked all attendees for their participation.

For reference, the Chairperson's script used for the meeting is annexed to these minutes.

Dated this 15<sup>th</sup> day of October 2025.

Signed as correct record



**Martin Jones – Joint and Several Administrator**

Chairperson

## **Annexure 1 – Chairperson Script**

### **Chairman’s Script – Long Pipes Limited EGM**

---

#### **Long Pipes Limited (Administrators Appointed) – Extraordinary General Meeting**

**Date: Saturday, 4 October 2025 at 10:00 AWST**

**Venue: 26b Cooper Road, Cockburn Central WA 6164**

**Chair: Martin Jones (Joint and Several Voluntary Administrator)**

#### **1. Opening and Welcome**

Good morning, ladies and gentlemen.

My name is Martin Jones, and I am one of the Joint and Several Voluntary Administrators of Long Pipes Limited, appointed together with Matthew Woods on 30 September 2025 pursuant to section 436A of the Corporations Act 2001 (Cth).

I declare the Extraordinary General Meeting of Long Pipes Limited open and confirm that a quorum is present.

This meeting has been called in accordance with the Notice of Meeting dated 21 August 2025.

#### **2. Chairman Appointment**

Under rule 6.5 of the Company’s Constitution, the chairperson of the Board would ordinarily preside at a general meeting. However, as voluntary administrators have been appointed to Long Pipes Limited, the powers of the board of directors are suspended and are now exercised by the administrators in accordance with sections 436C and 436E of the Corporations Act 2001 (Cth).

As a result, it is necessary and appropriate that I, as one of the joint and several administrators, assume the chair for this meeting. This approach is consistent with both the Company’s Constitution and the Corporations Act and is standard practice during the period of administration.

If there are any objections to me chairing the meeting, please raise them now.

[Pause for objections. If none, continue.]

### **3. Background – Voluntary Administration and DOCA**

Long Pipes Limited is currently under voluntary administration. This process was initiated by the board to stabilise the business, protect the interests of creditors and shareholders, and provide an opportunity to recapitalise and fund the company for future operations.

The administration process involves a thorough assessment of the company's financial position and the development of a proposal for the company's future. Typically, this is achieved through a Deed of Company Arrangement (DOCA), which is a binding agreement between the company and its creditors.

### **4. Requisition Notice and Calling of Meeting**

This meeting has been convened in response to a notice received from shareholders holding at least 5% of the company's voting shares, as permitted under section 249D of the Corporations Act 2001 (Cth) and rule 6.1 of the Company's Constitution.

The requisitioning shareholders—James Leslie Baddock Hayman, Peter John Mansell, and James Hamilton Bray Graham—have requested that shareholders consider resolutions to remove two existing directors and to appoint new directors.

### **5. Admission of Proxies and Voting Rights**

If you are attending as a proxy, please ensure that your proxy form has been lodged in accordance with the instructions set out in the Notice of Meeting.

For the purposes of voting at this meeting, I will accept votes cast by persons recorded as members on the company's register as at the relevant record time, being the registered holders of Shares in the Company as at 4:00 pm (AWST) on Thursday, 2 October 2025 will be entitled to attend and vote at the Meeting as a Shareholder.

Any share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

I am aware that there are disputes concerning the ownership of certain shares and that there has not been any Court order determining the proper position or rectifying the register.

I was appointed as Administrator on Tuesday, 30 September 2025 to the company and have had only limited opportunity to investigate the underlying issues relating to the share register and any disputes regarding shareholdings.

For the purposes of this meeting, I will accept votes cast by persons recorded as members on the register, and I will allow the votes for the purposes of this meeting, having not had an opportunity to consider the position fully.

The company's rights are expressly reserved in relation to such matters, and I will otherwise refrain from expressing any view on the underlying disputes at this meeting.

## **6. Agenda of the Meeting**

The agenda for today's meeting is as follows:

1. Resolution 1 – Appointment of James Leslie Baddock Hayman as a director
2. Resolution 2 – Appointment of Peter John Mansell as a director
3. Resolution 3 – Removal of Ulrich Hartig as a director
4. Resolution 4 – Removal of Vance Moore as a director

As the Notice of Meeting for today's meeting has been made available to all shareholders, I will take it as read.

### **Directors' Powers and the Role of Administrators**

From the appointment of the Voluntary Administrators, the directors' capacity to deal with the company's affairs is subject to the authorisation of the administrators.

The powers of the directors are suspended and are now exercised by the administrators.

As Administrators appointed to the company, we have full authority to manage the company's affairs, including:

- Making decisions regarding the day-to-day operations and strategic direction of the company;
- Managing the appointment and removal of directors as part of any proposed restructure;
- Taking any other actions required to protect the interests of creditors and facilitate the company's recovery.

I further note that any actions or decisions by the persons appointed to be Directors of the company, during this period must be authorised by the Administrators.

### **Meetings of Creditors**

In accordance with the requirements of the voluntary administration process, the first meeting of creditors has been convened for Friday, 10 October 2025.

The agenda for the first meeting will include:

- Confirming the appointment of the administrators;
- Determining whether to appoint a committee of inspection; and
- Any other business relevant to the administration at this early stage.

Based on the statutory timeline, a second meeting of creditors is to be held on or before 4 November 2025. This meeting will consider the future of the company, including any proposals for a Deed of Company Arrangement (DOCA), liquidation, or a return of the company to the directors.

Please note, the timing of the second meeting may be subject to a court application for further time, particularly if additional time is required to invite offers for recapitalisation or to allow for a more thorough assessment of restructuring options.

## **7. Voting on Resolutions – Process and Legal References**

All resolutions will be considered as ordinary resolutions and will be decided by poll, in accordance with the Company's Constitution and the Corporations Act.

Voting will be conducted by poll. Each member present in person or by duly appointed proxy, attorney or corporate representative has one vote for each fully paid share held.

In relation to proxies, I advise the meeting that a number of valid proxies have been received by the Company.

In relation to the proxies that I am holding as chair, I advise that if a member has directed me to vote in a certain way, I will vote in accordance with that direction. If I have not been directed to vote in any way, I intend to vote against each of the resolutions, as indicated in the Notice of Meeting.

The results of each poll will be declared and recorded in the minutes which will then be uploaded to the page-maintained KPMG for the Company on KPMG Website.

## **8. Shareholder Questions**

Before we move to the formal business of the meeting, I would like to open the floor to any questions from shareholders. I do note that:

- While we are pleased to take questions at this meeting, please note that we were only appointed as Voluntary Administrators on 30 September 2025.
- As a result, we have not yet had the opportunity to fully investigate some of the matters concerning the company.
- It would therefore be premature for us to provide a view or opinion on certain actions or events that have occurred prior to our appointment.
- If shareholders have specific matters or details they wish to bring to our attention, we encourage you to write to us with the relevant information and any supporting documentation.
- We will be pleased to meet or discuss these matters with you once we have had the opportunity to consider them in detail.

Please raise your hand or indicate if you have a question, and I will address them in turn.

We will allow a reasonable time for questions and discussion, and I ask that all questions be respectful and relevant to the business of the meeting.

## 9. Consideration of Resolutions

### **Resolution 1 – Appointment of James Leslie Baddock Hayman as a director**

“That, pursuant to rule 7.1(g) of the Company’s Constitution, Mr James Hayman be appointed as a director of the Company with effect from the close of this Meeting.”

Moved, discussed, and voted by poll.

### **Resolution 2 – Appointment of Peter John Mansell as a director**

“That, pursuant to rule 7.1(g) of the Company’s Constitution, Mr Peter Mansell be appointed as a director of the Company with effect from the close of this Meeting.”

Moved, discussed, and voted by poll.

### **Resolution 3 – Removal of Ulrich Hartig as a director**

“That, pursuant to section 203D of the Corporations Act, Mr Ulrich Hartig be removed as a director of the Company with effect from the close of this Meeting.”

Moved, discussed, and voted by poll.

### **Resolution 4 – Removal of Vance Moore as a director**

“That, pursuant to section 203D of the Corporations Act, Mr Vance Moore be removed as a director of the Company with effect from the close of this Meeting.”

Moved, discussed, and voted by poll.

Meeting to be adjourned to calculate the outcome of the polling and then poll outcomes for each resolution to be announced.

## 10. Any Other Business

Is there any other business to be raised by shareholders?

[Pause for any other business.]

## **11. Closing the Meeting**

If there is no further business, I declare the meeting closed at \_\_\_\_\_ am

Thank you all for your attendance and participation.