



18 October 2024

The Manager
ASX Market Announcements Office
Australian Securities Exchange

Dear Manager

SEEK Limited – Notice of 2024 Annual General Meeting and Proxy Form

In accordance with the Listing Rules, attached are the following SEEK Limited (**SEEK**) documents for release to the market:

- Notice of 2024 Annual General Meeting (**AGM**); and
- sample Proxy Form.

SEEK will be holding its 2024 AGM as a hybrid meeting this year.

The SEEK AGM will be held on Tuesday 19 November 2024 at 3.00pm (AEDT)

Yours faithfully,

A handwritten signature in blue ink that reads "R. Agnew".

Rachel Agnew
Company Secretary

This announcement was authorised for release by the Company Secretary.

For further information please contact:

Investors & Analysts

Dan McKenna: 0404 868 465
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SEEK Limited

Media

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SEEK Limited

SEEK Limited

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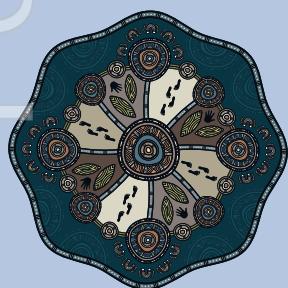
SEEK Limited
Notice of Annual
General Meeting 2024



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Acknowledgement of Country

SEEK respectfully acknowledges the Traditional Custodians of the lands on which it operates.

We acknowledge Australia's Aboriginal and Torres Strait Islander peoples as Australia's First Peoples, paying respects to their rich cultures, to their Elders past, present and future, and their continuing custodianship of the land, waterways and community on which we all rely. We extend that respect to all Aboriginal and Torres Strait Islander peoples.

We recognise and value the ongoing contribution of Aboriginal and Torres Strait Islander peoples and communities to Australian life and how this enriches us all.

Artist: Bitja, Dixon Patten Jnr
Gunnai, Gunditjmara, Yorta Yorta and Dhudhuroa, Bayila Creative

Invitation to Annual General Meeting



Graham Goldsmith, Chairman

18 October 2024

Dear Shareholder,

On behalf of the SEEK Board, it is my pleasure to invite you to our 2024 Annual General Meeting (AGM) to be held on Tuesday 19 November 2024 at 3.00pm (AEDT).

Shareholders will have the choice of attending our AGM in person at our head office in Cremorne, Victoria, or via the Computershare online platform. The information you will need to attend our meeting is set out on page 3 of our Notice of Meeting and on our website at www.seek.com.au/about/investors/annual-general-meeting/ (AGM webpage).

The AGM gives you an opportunity to hear from Ian Narev, Managing Director and Chief Executive Officer (MD and CEO), and me, ask questions of the Board or the Auditor, listen to discussion on the items of business and to vote. Questions can be asked during the AGM (either in person or via the online platform). We encourage you to submit your written questions before the AGM online at www.investorvote.com.au:

- by 5.00pm (AEDT) on 12 November 2024 for the Auditor; and
- by 5.00pm (AEDT) on 14 November 2024 for SEEK.

Information in relation to voting is also included in the Notice of Meeting.

The items of business to be considered at the AGM are in the Notice of Meeting, as well as Explanatory Notes and the Board's voting recommendations on each item.

Board succession and renewal

Rachael Powell was appointed to the Board in February 2024 and will be standing for election at the AGM.

Non-executive directors, Andrew Bassat, Michael Wachtel and I are seeking re-election at the meeting. I have been a director of SEEK since 2012 and Chairman since 2019. Subject to being re-elected at the AGM, I intend to retire from the Board during my next term following the completion of a chairman succession process which has commenced, and a transition period.

Executive remuneration

The items of business include the adoption of SEEK's FY2024 Remuneration Report and approval of the FY2025 Equity Right and Wealth Sharing Plan (WSP) grants to Ian Narev, MD and CEO.

The terms of the Equity Right and WSP are outlined in the FY2024 Remuneration Report and summarised in the Explanatory Notes for items 4 and 5 of this Notice of Meeting. In light of the comprehensive review undertaken

in FY2023 and that the changes to the design of the WSP at that time have been well received by shareholders, the WSP remains unchanged this year.

The Board will continue to review the executive remuneration framework each year to ensure that the framework continues to support the sustainable growth of SEEK's business and appropriately rewards executives over the long term.

Leaving benefits renewal

In item 6, this year SEEK is requesting a renewal of shareholder approval to accommodate flexibility regarding potential leaving benefits covered by the termination benefits regime under the *Corporations Act 2001 (Cth)*. This law restricts the leaving benefits that can be provided, without shareholder approval, to individuals who hold a 'managerial or executive office' when they cease employment or office with the SEEK group.

The refreshed approval would be for a term of three years and expire at the conclusion of the 2027 AGM.

The approval sought would continue to provide the Board with flexibility and discretion to determine appropriate leaving benefits that reflect the circumstances relevant to the departing employee. The approval does not cover non-executive directors of SEEK, who are not provided leaving benefits on retirement from the Board and who do not participate in incentive plans.

Further information is included in the Explanatory Notes for item 6.

Voting recommendations

The Board considers that resolutions 2, 3, 4, 5 and 6 in the Notice of Meeting are in the best interests of shareholders as a whole and recommends that you vote in favour of them.

Given:

- Rachael Powell's interest in item 3(a), Graham Goldsmith's interest in item 3(b), Michael Wachtel's interest in item 3(c) and Andrew Bassat's interest in item 3(d), and
- Ian Narev's interest in items 4, 5 and 6,

those Directors are not making any recommendation on the respective items.

Conclusion

We would like to thank you for your continued support and we look forward to welcoming you to our 2024 AGM.

Graham Goldsmith
Chairman

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of SEEK Limited (SEEK) will be held on:

Date: Tuesday 19 November 2024

Time: 3.00pm (AEDT)

Shareholders will have the choice of attending and participating in the AGM:

- at 60 Cremorne Street, Cremorne Victoria 3121; or
- virtually using an online platform by visiting www.meetnow.global/SEEK2024.

Registration for both the in-person and online meeting will commence at 2.00pm (AEDT).

Items of business

1. Financial statements and reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2024.

2. Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2024."

3. Election and Re-election of directors

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

- "That Rachael Powell, being eligible, be elected as a Director of SEEK Limited."*
- "That Graham Goldsmith, being eligible, be re-elected as a Director of SEEK Limited."*
- "That Michael Wachtel, being eligible, be re-elected as a Director of SEEK Limited."*
- "That Andrew Bassat, being eligible, be re-elected as a Director of SEEK Limited."*

4. Grant of one Equity Right to the Managing Director and Chief Executive Officer (MD and CEO), Ian Narev, for the year ending 30 June 2025

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

"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of one Equity Right to the MD and CEO, Ian Narev, under the SEEK Equity Plan as described in the Explanatory Notes be approved."

5. Grant of Wealth Sharing Plan Options and Wealth Sharing Plan Rights to the MD and CEO, Ian Narev, for the year ending 30 June 2025

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

"That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of 216,547 Wealth Sharing Plan Options and 86,619 Wealth Sharing Plan Rights to the MD and CEO, Ian Narev, under the SEEK Equity Plan as described in the Explanatory Notes be approved."

6. Renewal of Leaving Benefits Approval

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

"That approval be given for all purposes, including Part 2D.2 of the Corporations Act 2001 (Cth), for the giving of benefits to current or future employees who are key management personnel of SEEK or who otherwise hold a managerial or executive office in SEEK or a related body corporate, in connection with that person ceasing to hold that office, as described in the Explanatory Notes."

By order of the Board



Rachel Agnew
Company Secretary
18 October 2024

Information for Shareholders

Voting exclusions

If you appoint the Chairman of the meeting as your proxy on resolutions 2, 4, 5 or 6, or the Chairman of the meeting is appointed your proxy by default, and you do not direct your proxy how to vote on that resolution, you will be expressly authorising the Chairman of the meeting to exercise your proxy even though that resolution is connected directly or indirectly with the remuneration of key management personnel (KMP).

Resolution 2

SEEK will disregard any votes cast on resolution 2:

- by or on behalf of a member of KMP whose remuneration is disclosed in the Remuneration Report for the year ended 30 June 2024 (FY2024) (or their closely related parties) in any capacity; and
- as proxy by a person who is a member of the KMP at the date of the meeting (or their closely related parties).

This applies unless the vote is cast as proxy for a person entitled to vote on resolution 2:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chairman of the meeting, and the proxy appointment expressly authorises the Chairman of the meeting to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of KMP.

Resolutions 4 and 5

SEEK will disregard any votes:

- cast in favour of resolutions 4 and 5 by or on behalf of Ian Narev or any of his associates; and
- cast on resolutions 4 and 5 as proxy by a person who is a member of the KMP at the date of the meeting (or their closely related parties).

This applies unless the vote is cast on resolutions 4 and 5:

- as proxy or attorney for a person entitled to vote on resolutions 4 and 5 in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on resolutions 4 and 5 by the Chairman, pursuant to an express authorisation to exercise the proxy to vote as the Chairman thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - 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 resolutions 4 and 5; and
 - the holder votes on resolutions 4 and 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

If any shareholder is, or is likely to be, appointed as a member of SEEK's executive KMP or as a director of a SEEK subsidiary and wishes to preserve their ability to receive benefits under this approval, then that shareholder and their associates should not vote on resolution 6 in any capacity.

Further, SEEK will disregard any votes cast on resolution 6 as proxy by a person who is a member of KMP at the date of the meeting (or their closely related parties).

However, votes may be cast on resolution 6 as proxy for a person entitled to vote on resolution 6:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chairman of the meeting and the proxy appointment expressly authorises the Chairman of the meeting to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of KMP.

Other information

All resolutions will be voted on by a poll.

A shareholder is eligible to vote at the AGM if they are registered as a holder of shares in SEEK at 7.00pm (AEDT) on Sunday 17 November 2024.

Attendance in person

Shareholders may attend the AGM in person. Shareholders are encouraged to monitor ASX announcements for updates about the AGM, in case it becomes necessary or appropriate to change the AGM arrangements.

Virtual attendance

Shareholders may attend the AGM online by visiting www.meetnow.global/SEEK2024 on a smartphone, tablet or computer.

Proxy voting

Shareholders are encouraged to lodge a proxy vote prior to the AGM (see *Voting before the AGM* section below).

Shareholder questions

If you are entitled to vote at the AGM, you may submit written questions for SEEK or the Auditor before the AGM. Please ensure that your written questions are submitted online at www.investorvote.com.au:

- by 5.00pm (AEDT) on 12 November 2024 for the Auditor; and
- by 5.00pm (AEDT) on 14 November 2024 for SEEK.

Information for Shareholders

Other information (continued)

If you are attending the AGM in person, you may ask your questions during the AGM. If you are attending the AGM online, you may submit your questions and comments verbally or in writing during the AGM via the online platform.

The Chairman will endeavour to address as many of the relevant questions and comments as possible during the AGM.

However, there may not be sufficient time available at the AGM to address all questions and comments raised. Please note that individual responses will not be sent to shareholders.

The Auditor will also attend the AGM and will be available to answer questions relevant to the audit and the Auditor's Report.

Appointing proxies and powers of attorney

If you are entitled to vote at the AGM, you can appoint a proxy or attorney to attend and to vote on your behalf (see below).

A proxy or attorney does not need to be a SEEK shareholder and may be an individual or a body corporate.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion, or number of votes, each proxy or attorney is appointed to exercise. If no proportion or number is specified, each proxy or attorney may exercise half of your votes. If you wish to appoint two proxies, please contact the Share Registry on 1300 850 505 (within Australia) and +61 3 9415 4000 (outside Australia).

Voting before the AGM

You are encouraged to submit a proxy vote online ahead of the meeting. You may lodge your proxy vote online at www.investorvote.com.au by 3.00pm (AEDT) on Sunday 17 November 2024.

If a shareholder is unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare (Share Registry) on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be received by our Share Registry no later than 3.00pm (AEDT) on Sunday 17 November 2024, by post or by fax.

By post: SEEK Limited
c/- Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001

By fax: Computershare Investor Services Pty Ltd
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Voting at the AGM

If you are entitled to vote at the AGM, you can vote live and online during the AGM by visiting www.meetnow.global/SEEK2024 on a smartphone, tablet or computer. For further information about how to log in to the online platform and participate at the SEEK AGM, please refer to the Computershare Online Meeting Guide available at www.seek.com.au/about/investors/annual-general-meeting/.

If you attend the AGM in person, representatives from the Share Registry will need to verify your identity.

Voting by proxies

Under the *Corporations Act 2001 (Cth)* (**Corporations Act**), if the proxy form directs the proxy how to vote on a particular resolution:

- a proxy who is not the Chairman of the meeting does not need to vote but if the proxy does vote, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the meeting, the proxy must vote and must vote as directed.

Default to the Chairman of the meeting

If:

- a shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the shareholder's proxy either does not attend the AGM, or attends the AGM but does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the meeting must vote in accordance with the written direction of that shareholder.

Voting intention of the Chairman

Where entitled to do so, and subject to the voting restrictions set out on page 3, the Chairman intends to vote all undirected proxies in favour of resolutions 2 to 6.

Powers of attorney

If you have appointed an attorney to attend and vote at the AGM, or if your proxy form is signed by an attorney, you must provide the power of attorney (or a certified copy of the power of attorney) to the Share Registry before 3.00pm (AEDT) on Sunday 17 November 2024, unless this document has previously been lodged with the Share Registry.

You may deliver the power of attorney to the Share Registry by post or fax using the details provided under the heading **Voting before the AGM** above. If you complete and return a proxy form, please attach a certified photocopy of the power of attorney to the form when you return it.

Corporate representatives

A corporate shareholder may appoint a person to act as its representative. The representative must provide a properly executed letter or other document, such as an 'Appointment of Corporate Representative' form, confirming that they are authorised to act as the shareholder's representative at the AGM. The document must be provided to the Share Registry before 3.00pm (AEDT) on Sunday 17 November 2024.

Shareholders can obtain an 'Appointment of Corporate Representative' form, by calling the Share Registry on 1300 850 505 within Australia or +61 3 9415 4000 outside Australia (between 9.00am and 5.00pm (AEDT)) or by downloading the form from www.investorcentre.com/au (select 'Printable forms' then 'Corporate Forms').

Explanatory Notes

Item 1 – Financial statements and reports

The Corporations Act requires that the Financial Report, the Directors' Report and the Auditor's Report be considered at the AGM. Shareholders are not required to vote on these reports.

The Chairman of the meeting will give shareholders a reasonable opportunity to ask questions and make comments on the management of SEEK. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

Item 2 – Remuneration Report

The FY2024 Remuneration Report sets out SEEK's executive remuneration framework, as well as the remuneration arrangements of SEEK's KMP for FY2024.

The FY2024 Remuneration Report is included in SEEK's 2024 Annual Report which is available on SEEK's website at www.seek.com.au/about/investors/reports-presentations/.

The Chairman of the meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the FY2024 Remuneration Report.

The vote on the FY2024 Remuneration Report is advisory and will not bind SEEK or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the future remuneration policies and practices of SEEK.

The Board recommends that shareholders vote in favour of this resolution.



Item 3(a) – Election of Rachael Powell

Rachael Powell was appointed to the Board as a Non-Executive Director with effect from 15 February 2024. She ceases to hold office in accordance with article 10.6(b) of SEEK's Constitution, and being eligible, offers herself for election.

Rachael, aged 50, is a member of the Audit and Risk Management Committee. Rachael has extensive experience across multiple disciplines in technology, financial services and recruitment, including sales and marketing, customer experience and marketplaces, organisational culture and engagement, and the development of corporate environmental and social programs.

Rachael was appointed CEO of Magentus Group Pty Ltd on 1 August 2024. Rachael was Xero's Chief Customer Officer from February 2018 to November 2023 and Chief People Officer from early 2016. She has also held various leadership roles at IBM.

Rachael is a graduate of the Stanford Executive Program, and has completed a Master of Business Administration from the University of NSW, a Masters in Applied Positive Psychology from the University of Melbourne and a Bachelor of Business from Swinburne University.

The Board considers that Rachael's experience will be a valuable addition to the Board's existing collective skills and experience.

Rachael is considered an independent Director based on the criteria set out in SEEK's Director Independence Guidelines.

Comprehensive checks (including character, experience, education, criminal history and bankruptcy) were undertaken before Rachael's appointment.

The Board (other than Rachael Powell because of her interest in this resolution) recommends that shareholders vote in favour of this resolution.

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Item 3(b) – Re-election of Graham Goldsmith

Graham Goldsmith retires by rotation in accordance with article 10.2(a) of SEEK's Constitution and, being eligible, offers himself for re-election. Graham was appointed to the Board as a Non-Executive Director in October 2012.

Subject to being re-elected at the 2024 AGM, Graham intends to retire during his next term following a Chairman succession process which has commenced, and a transition period.

Graham Goldsmith, aged 64, is Chairman of the Board and the Nomination Committee and a member of the Audit and Risk Management Committee and the Remuneration Committee. Graham Goldsmith brings to the Board financial services and banking experience acquired from over 25 years of working in the sector. Graham retired in 2012 as Vice Chairman and as a Managing Director of Goldman Sachs Australia after 25 years with the firm (and its predecessors in Australia). Graham held a number of senior roles during his career with Goldman Sachs, predominantly advising listed company management teams and boards, and governments. During this time, he also held a number of governance related roles, specifically focused on risk management and reputational issues.

He is a Fellow of the Australian Society of Certified Practising Accountants and a Fellow of the Australian Institute of Company Directors. Graham has been a director of Djerrirri Investments Ltd since April 2013 and Chairman since October 2022. Graham is a Panel Member of Adara Partners, a director of Stars Foundation Inc and Deputy Chairman of the John and Pauline Gandel Foundation. He was Chancellor of Swinburne University of Technology from 2014 until his retirement from that role in January 2019.

Graham was educated at Swinburne Institute of Technology and graduated with a Degree in Business (Accounting). He completed the Advanced Management Program at Harvard University in 2007.

Graham is considered an independent Director based on the criteria set out in SEEK's Director Independence Guidelines.

The Board considers that Graham continues to be effective in his role and demonstrates the level of commitment required in connection with his role and the needs of the business.

The Board (other than Graham Goldsmith because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.



Item 3(c) – Re-election of Michael Wachtel

Michael Wachtel retires by rotation in accordance with article 10.2(a) of SEEK's Constitution and, being eligible, offers himself for re-election. Michael was appointed to the Board as a Non-Executive Director in September 2018.

Michael Wachtel, aged 69, is Chairman of the Audit and Risk Management Committee and a member of the Nomination Committee. He has extensive experience in mergers and acquisitions, organisational leadership, finance, risk management and governance – including as the former Chairman (Asia Pacific & Oceania) of Ernst & Young (EY) and member of the EY Global Governance Council and Global Risk Executive Committee. Michael has considerable global business experience gained from advising multinational companies and involvement in numerous complex international transactions during his 35-year career in the professional services industry and, following that, in his role as a non-executive director. Michael is currently a Board member of the Future Fund, Pact Group Holdings Ltd and St Vincent's Medical Research Institute. Through his Future Fund Board role, he has experience in global markets, geopolitical and monetary policy trends.

Michael holds a Master of Laws from the London School of Economics and has Degrees in Law and Commerce from the University of Cape Town. Michael completed the Harvard Business School Executive Program in 2011, is a Fellow of the Australian Institute of Company Directors and is a Certified Tax Adviser.

Michael is considered an independent Director based on the criteria set out in SEEK's Director Independence Guidelines.

The Board considers that Michael continues to be effective in his role and demonstrates the level of commitment required in connection with his role and the needs of the business.

The Board (other than Michael Wachtel because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.



Item 3(d) – Re-election of Andrew Bassat

Andrew Bassat retires by rotation in accordance with article 10.2(a) of SEEK’s Constitution and, being eligible, offers himself for re-election. Andrew was appointed to the Board as a Non-Executive Director in July 2021.

Andrew, aged 58, co-founded SEEK and from its inception until stepping down as Managing Director and CEO on 30 June 2021, he was involved in all stages of the development of SEEK’s business. In particular, Andrew drove the strategy of SEEK and led the creation and development of the international and education businesses. Effective 1 July 2021, Andrew commenced as Executive Chairman and CEO of SEEK Investments. Prior to co-founding SEEK, Andrew was a management consultant with Booz Allen & Hamilton, and, prior to that, he worked as a solicitor at Corrs Chambers Westgarth. Andrew is President of the St Kilda Football Club.

Andrew holds a Degree in Science (Computer Science) from the University of Melbourne, a Degree in Law (Honours) from Monash University and a Master of Business Administration from Melbourne Business School.

The Board considers that Andrew’s experience and extensive knowledge of SEEK, including as CEO for 23 years, and the industry are valuable additions to the Board’s existing collective skills and experience.

Andrew is considered to be a non-independent Director based on the criteria set out in SEEK’s Director Independence Guidelines.

The Board considers that Andrew continues to be effective in his role and demonstrates the level of commitment required in connection with his role and the needs of the business.

The Board (other than Andrew Bassat because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Item 4 – Grant of one Equity Right to the Managing Director and Chief Executive Officer (MD and CEO), Ian Narev, for the year ending 30 June 2025

Resolution 4 seeks shareholder approval for the grant of one Equity Right to the MD and CEO, Ian Narev, under the terms of the SEEK Equity Plan, as part of his Total Remuneration Opportunity (TRO) for the year ending 30 June 2025 (FY2025).

The provision of an Equity Right, 'locked up' over a two-year period and variable based on the SEEK share price over this time, encourages executives to think and act as shareholders. In doing so, executives focus their actions on sustainably growing the business, as well as the achievement of short-term financial targets, to ensure strong alignment with shareholders and SEEK's long-term objectives.

If shareholders approve resolution 4, one Equity Right will be granted to Ian Narev shortly after the AGM and in any event within 12 months from the date of the AGM.

The grant value of this Equity Right is \$1,051,288, representing approximately 15% of Ian Narev's TRO for FY2025.

Further information regarding the terms of the Equity Right for FY2025 is set out below and on page 10 of this Notice of Meeting. Other information required under the ASX Listing Rules, including the MD and CEO's contractual TRO for FY2025 is set out on pages 10 and 11 of this Notice of Meeting and in the FY2024 Remuneration Report.

The Board (other than Ian Narev because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Summary of key terms of the Equity Right and the SEEK Equity Plan

One Equity Right is to be granted to Ian Narev and is convertible into 45,255 ordinary shares in SEEK (**Shares**), subject to any adjustments permitted by the ASX and its Listing Rules, following the expiry of a qualifying period of one year starting from the effective date of 1 July 2024 (Qualifying Period).

Shares allocated on conversion of the Equity Right are held by a trustee and are subject to restrictions on dealing as outlined below.

No price is payable for the grant or conversion of the Equity Right.

The realised value of the Shares allocated to Ian Narev following expiry of the Qualifying Period will depend on the price of the Shares on that date.

Calculation

The number of Shares (rounded down to the nearest whole number) that will be allocated following the end of the Qualifying Period has been calculated in the following manner (the approach is unchanged from previous years):

$$\frac{\$1,051,288}{\$23.23^{(1)}} = 45,255 \text{ Shares}$$

(1) The volume weighted average price (VWAP) at which Shares were traded on the ASX for the 60 trading days (within the meaning of the ASX Listing Rules) up to and including 30 June 2024.

Disposal Restriction

The Shares allocated after the end of the one-year Qualifying Period are subject to restrictions on dealing for a further one year until 30 June 2026 (**Disposal Restriction Period**).

During this period, Ian Narev will receive the benefit of any dividends and other shareholder benefits (including voting rights) but will not be able to trade or otherwise deal with the Shares.

Cessation of employment

If Ian Narev ceases employment with SEEK before the end of the Qualifying Period:

- as a result of a good leaver event, Ian Narev will retain the Equity Right on its original terms, unless the Board determines otherwise; or
- for any other reason including resignation, the Equity Right will lapse, unless the Board determines otherwise.

Where Ian Narev retains the Equity Right post cessation of employment and the Equity Right vests, the maximum number of Shares that he may be allocated on vesting will, unless the Board determines otherwise, be reduced on a pro-rata basis having regard to the portion of the Qualifying Period that has elapsed as at the cessation date. Any allocated Shares will remain subject to the original Disposal Restriction Period.

If Ian Narev ceases employment (other than due to termination for cause) during the Disposal Restriction Period, he will retain the allocated Shares, but they will remain subject to the restrictions on dealing until 30 June 2026, unless the Board determines otherwise.

Item 5 – Grant of Wealth Sharing Plan Options and Wealth Sharing Plan Rights to the MD and CEO, Ian Narev, for the year ending 30 June 2025

Resolution 5 seeks shareholder approval for the grant of Wealth Sharing Plan Options (**Options**) and Wealth Sharing Plan Rights (**Rights**) to the MD and CEO, Ian Narev, under the terms of the SEEK Equity Plan, as part of his TRO for FY2025.

The Options and Rights represent the at-risk, long-term equity component of the MD and CEO's TRO. The aim of the Wealth Sharing Plan (**WSP**) is to align executive reward with long-term shareholder returns.

If resolution 5 is approved by shareholders, 216,547 Options and 86,619 Rights will be granted to Ian Narev shortly after the AGM and in any event within 12 months from the date of the AGM.

The grant value of these Options and Rights is \$4,024,331, representing approximately 57% of Ian Narev's TRO for FY2025. This value is illustrative only as it assumes 100% of the WSP component of his TRO is taken as Rights rather than the combination of Options and Rights. While the grant face value of the Rights can be determined, given Options have an Exercise Price, their grant face value cannot be determined at this time.

Further information regarding the terms of the Options and Rights for FY2025 is set out below and on page 10 of this Notice of Meeting. Other information required under the ASX Listing Rules, including the MD and CEO's contractual TRO for FY2025 is set out on pages 10 and 11 of this Notice of Meeting and in the FY2024 Remuneration Report.

Summary of key terms of Options and Rights and the SEEK Equity Plan

Subject to shareholder approval, Ian Narev will receive 50% of his WSP award as Options and 50% of his WSP award as Rights (as calculated below).

Each Option and Right granted to Ian Narev entitles him, on vesting and subsequent exercise, to be allocated one Share, subject to any adjustments permitted by the ASX and its Listing Rules. The Options and Rights will be granted at no cost. The Options have an exercise price of \$23.23 and the Rights have no exercise price.

In the event that Options and Rights vest at the end of the three-year vesting period, an additional one-year exercise restriction period will apply from 1 July 2027 (**Exercise Restriction Period**), during which Ian Narev cannot exercise the Options or Rights.

The realised value of the Shares allocated to Ian Narev on exercise of the Options or Rights will depend on the price of the Shares on the date on which the Options or Rights are exercised.

The Board (other than Ian Narev because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Calculation

The number of Options and Rights to be granted to Ian Narev has been calculated as follows (rounded down to the nearest whole number):

$$\begin{aligned} & \$4,024,331 \\ & \hline & \$23.23^{(1)} \quad \times 50\% = 86,619 \text{ Rights} \\ & 86,619 \text{ Rights} \quad \times 2.5^{(2)} = 216,547 \text{ Options} \end{aligned}$$

- (1) Following the transition to a face value allocation methodology in FY2024, this reflects the VWAP at which Shares were traded on the ASX for the 60 trading days (within the meaning of the ASX Listing Rules) up to and including 30 June 2024.
- (2) Following the transition to a face value allocation methodology in FY2024, this reflects the average ratio over the FY2021, FY2022 and FY2023 WSP awards between the fair value of a Right and an Option under the WSP and takes into consideration the impact of recent changes to Options on the fair value of an Option (i.e. Exercise Price and increasing the exercise period from one to six years).

Vesting

Vesting of the Options and Rights is subject to a relative total shareholder return (**TSR**) performance hurdle.

TSR is a method of calculating the return shareholders would earn if they held a notional number of shares in a company over a period of time. TSR measures the percentage growth in a company's share price together with the value of dividends received during the period, assuming that all of those dividends are re-invested into new shares.

SEEK's TSR performance over the three-year vesting period will be assessed against the TSR performance of a comparator group. The comparator group comprises the constituents of the S&P/ASX 100 Index defined at the start of the performance period, being 30 June 2024.

Vesting will occur according to the schedule below:

Relative TSR Performance (against S&P/ASX 100)	Percentage of Options and Rights vesting
Below Median	Nil
At Median	50% of Options/Rights vest
Between Median and 75th Percentile	Straight line pro-rata vesting between 50% and 100%
At or above 75th Percentile	100% of Options/Rights vest

For example, should SEEK's TSR performance be below the median of the S&P/ASX 100 peer group, no Options or Rights will vest.

Any Options and Rights that do not vest will immediately lapse and no retesting will occur.

Exercise Restriction

The Options and Rights that vest on 1 July 2027 are subject to a further one-year Exercise Restriction Period until 30 June 2028.

The Options and Rights will be exercisable from 1 July 2028 until the expiry date of 30 June 2034.

Cessation of employment

The Options and Rights will lapse in full where Ian Narev ceases employment and less than one year has elapsed since the start of the three-year vesting period, or where his employment is terminated for cause prior to the testing date. In all other circumstances, a pro-rata portion of Ian Narev's Options and Rights will remain on foot (having regard to the proportion of the vesting period elapsed at the time of cessation) and subject to their original terms.

The Board has discretion to determine a different treatment to the above as deemed appropriate in the circumstances, subject to compliance with applicable law.

Information relevant to Items 4 and 5

Summary of additional key terms of Equity Right, Options and Rights

Clawback

At the discretion of the Board, in certain circumstances which may include fraudulent behaviour or gross misconduct, material breach of contractual obligations, or where equity awards have vested as a result of a material misstatement in the financial statements, the Board may make a determination to claw back:

- the Equity Right and/or Shares allocated on vesting of the Equity Right that remain in their Disposal Restriction Period; or
- unvested Options and/or Rights and/or vested but unexercised Options and/or Rights,

as considered appropriate.

Change of control

In the event of a change of control of SEEK, or where the Board determines a change of control is likely to occur, the Board may exercise discretion to determine an appropriate treatment for the:

- Equity Right and/or Shares allocated on vesting of the Equity Right; and
- Options and/or Rights,

subject to compliance with applicable law and the ASX Listing Rules.

Reorganisation of capital

In certain limited circumstances, such as a reorganisation of the share capital of SEEK (including any sub-division, consolidation, reduction or return of the share capital of SEEK), the Board may adjust the number of:

- Shares allocated on vesting of the Equity Right; and
- Options and/or Rights and/or the number of Shares allocated on exercise of the Options and/or Rights,

to ensure no material advantage nor disadvantage to Ian Narev (and other participants in the plans), subject to the ASX Listing Rules.

Shareholder approval

SEEK is proposing to grant one Equity Right and to issue 216,547 Options and 86,619 Rights to Ian Narev under the SEEK Equity Plan. As a Director of SEEK, Ian Narev falls within the category of persons captured by ASX Listing Rule 10.14.1.

ASX Listing Rule 10.14 provides that listed companies must not permit a director or their associates to acquire equity securities by way of issue under an employee incentive scheme unless it obtains the approval of its shareholders. Resolutions 4 and 5 seek the required shareholder approval for the purpose of ASX Listing Rule 10.14 and, if shareholder approval is obtained, SEEK will proceed to grant the Equity Right and issue the Options and Rights to Ian Narev.

If shareholder approval is not obtained for the grant to Ian Narev of the:

- Equity Right, then, subject to completion of the Qualifying Period, he will receive a cash payment following the end of the Disposal Restriction Period equivalent in value to the Shares and dividends he would have received had shareholder approval been obtained; and
- Options and/or Rights, then, subject to achievement of the relative TSR performance hurdle and the resultant vesting determination, he will receive a cash payment, following the end of the Exercise Restriction Period, equivalent in value to the Shares (less the exercise price for Options) that he would have received had shareholder approval been obtained.

MD and CEO's TRO in FY2025

Given Ian Narev's fixed remuneration had not changed since joining SEEK in April 2019 and in light of relativity to external benchmarks, the Board determined to increase his Total Remuneration Opportunity (TRO) by 3.5% inclusive of Superannuation Guarantee for FY2025.

Ian Narev's FY2025 contractual TRO is as follows.

FY2025 Total Remuneration Opportunity

	\$ Value	% of TRO (approximate)
Base Salary and Superannuation	1,966,500	28%
Equity Right	1,051,288	15%
Options and Rights	4,024,331 ⁽¹⁾	57%
Total Remuneration Opportunity⁽²⁾	7,042,119	

(1) The grant value of these Options and Rights is \$4,024,331, representing approximately 57% of Ian Narev's TRO for FY2025. This value is illustrative only as it assumes 100% of the WSP component of Ian Narev's TRO is taken as Rights rather than the combination of Options and Rights. While the grant face value of Rights can be determined, given Options have an Exercise Price, their grant face value cannot be determined at this time.

(2) The TRO is indicative, since the MD and CEO will not realise any benefit from the Equity Right, Options and Rights until a future date. The ultimate realised value of the remuneration opportunity may also differ to that outlined above, as it will be determined by vesting outcomes and the future market value of Shares. The TRO also does not represent the accounting value that will be disclosed in the FY2025 Remuneration Report. Statutory remuneration as disclosed in the Remuneration Report, and as required by Accounting Standards, includes non-monetary benefits, annual leave, long service leave and annual expense for active share-based payment plans.

Explanatory Notes

Information relevant to Items 4 and 5 (continued)

Additional information required under the ASX Listing Rules

Since his commencement at SEEK in April 2019, 1,926,346 Options and Rights have been issued to Ian Narev. The following table summarises the number of Options and Rights allocated each year, noting:

- for the FY2024, FY2023 and FY2022 WSP awards, Ian Narev received 50% Options and 50% Rights in accordance with his contractual arrangements;
- for the FY2021 WSP and FY2020 WSP awards, Ian Narev elected to receive 50% Options and 50% Rights; and
- during FY2019, Ian Narev received 536,013 Options and 152,817 Rights as part of his sign-on arrangements.

The following table sets out all WSP awards granted to Ian Narev. The outcomes of the unvested awards will be determined at the end of their three-year vesting periods.

Grant Year	Options/Rights	Status	Number of securities granted to Ian Narev	Acquisition price for each security	Exercise price for each security
FY2024	Options	On-foot (unvested)	208,685	Nil	\$23.29
FY2024	Rights	On-foot (unvested)	83,474	Nil	Nil
FY2023	Options	On-foot (unvested)	184,102	Nil	\$23.75
FY2023	Rights	On-foot (unvested)	75,788	Nil	Nil
FY2022	Options	Lapsed	170,764	Nil	\$34.40
FY2022	Rights	Lapsed	59,332	Nil	Nil
FY2021	Options	On-foot (vested; unrestricted)	163,793	Nil	\$20.51
FY2021	Rights	Exercised	54,100	Nil	Nil
FY2020	Options	Exercised	184,108	Nil	\$23.18
FY2020	Rights	Exercised	53,370	Nil	Nil
FY2019	Options (sign on)	Exercised	536,013	Nil	\$20.95
FY2019	Rights (sign on)	Exercised	152,817	Nil	Nil
TOTAL			1,926,346		

Since his commencement at SEEK, one Equity Right has been issued to Ian Narev annually. In addition, one Equity Right was issued as part of his sign-on arrangements. His Equity Rights have resulted in a total of 284,347 Shares being allocated to date. No amount was paid in respect of the Equity Rights or resulting Shares.

The Board has discretion to settle vested Equity Rights and Options/Rights by way of a cash equivalent payment. During FY2024, 184,108 FY2020 Options and 250,000 FY2019 Options were settled by way of a cash equivalent payment.

Ian Narev is the only director of SEEK who is entitled to participate in the SEEK Equity Plan. Andrew Bassat (while he was CEO and MD) was previously entitled to participate in the SEEK Equity Plan. No loans are provided by SEEK in connection with options or rights granted under the SEEK Equity Plan.

Details of any securities issued to Ian Narev under the SEEK Equity Plan in FY2025 will be published in SEEK's FY2025 Annual Report along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. No additional persons covered by ASX Listing Rule 10.14 will participate in the SEEK Equity Plan without shareholder approval being first obtained.

Item 6 – Renewal of Leaving Benefits Approval

Australian law restricts the leaving benefits that can be provided, without shareholder approval or unless an exemption applies, to individuals who hold (or have in the previous three years held) a ‘managerial or executive office’ when they cease employment or office with the SEEK group (**Relevant Executives**).

Shareholder approval to accommodate potential leaving benefits to Relevant Executives was last obtained at SEEK’s 2021 AGM. That approval expires at the end of the 2024 AGM. Shareholders are therefore being asked to refresh that approval for a further three year period to the conclusion of the 2027 AGM. Since approval was last obtained, no leaving benefits have been provided to Relevant Executives. The leaving benefits described below are broadly the same as those approved at the 2021 AGM.

The approval does not cover Non-Executive Directors of SEEK, who are not provided leaving benefits on retirement from the Board and who do not participate in incentive plans.

Shareholders are not being asked to approve any increase or changes to the existing remuneration arrangements and entitlements of Relevant Executives.

The Board (other than Ian Narev because of his interest in this resolution) recommends that shareholders vote in favour of this resolution.

Context

SEEK is a global business with subsidiaries in various countries. As well as applying to KMP from time to time, the termination benefits regime also applies to any other individual who serves as a director (or has served in the prior three years) of a SEEK subsidiary anywhere in the world.

The SEEK employees and nominees sitting on these subsidiary boards are themselves either in Australia or overseas and they perform their roles as part of their substantive corporate roles. As is usual, the terms of their employment and leaving arrangements are designed to accommodate local laws, regulations and practices.

Reason for seeking shareholder approval

The Board has the discretion to determine the most appropriate leaving arrangements for a Relevant Executive within the parameters of the approval and applicable law. The Board is conscious of the need to balance fair treatment of Relevant Executives on cessation of employment or office and to avoid excessive termination benefits.

The approval sought will support:

- the execution of SEEK’s strategy and operations;
- the operation of its remuneration programs;
- the delivery of current benefits to Relevant Executives, to which they are contractually entitled;
- the attraction and retention of future Relevant Executives on market competitive terms; and
- Relevant Executives being treated fairly on cessation of office, having regard to their contribution to SEEK and the circumstances in which they cease employment or office.

SEEK’s remuneration framework, including an explanation of potential leaving benefits, is set out in SEEK’s FY2024 Remuneration Report.

Types of leaving benefits for which approval is being sought

The potential leaving benefits that may be provided to Relevant Executives and the discretion that may be exercised in respect of these is outlined in the table below. The table is not intended to provide an exhaustive list of every benefit that could be provided in every potential termination scenario.

Approval of these leaving benefits does not guarantee that any Relevant Executive would receive them.

The value of the benefits

The specific leaving benefits and their value will depend on a number of factors, including the manner in which the individual ceases employment or office, the length of time they have been employed or engaged and applicable notice periods, the Relevant Executive’s overall remuneration package, changes in law, regulation or market practice, fluctuations in SEEK’s share price and, in some cases, the exercise of discretion by the Board. It is not currently possible to quantify the value of the leaving benefits that may be provided to a Relevant Executive in the future. However, the table below also outlines the manner in which the value of the relevant benefit may be determined; along with the inputs, events or circumstances that may affect their calculation.

Item 6 – Renewal of Leaving Benefits Approval (continued)

Summary of potential leaving benefits

Potential benefit	Treatment on cessation of employment or office
<p>Employment agreements – payments in lieu of notice</p>	<p>Employment agreements for Relevant Executives provide for notice periods of between one and six months and allow for payments in lieu of notice.</p> <p>Relevant Executives may be required to undertake leave during all or part of their notice period. During this time they may receive their contractual salary and benefits or a cash equivalent.</p> <p>On termination, other than for cause, SEEK may also make a payment in consideration of the departing Relevant Executive confirming, extending, or entering into appropriate restrictive covenants to protect SEEK and its shareholders. The amount of such payment would be determined by the Board based on the content and duration of the covenant.</p> <p>Some of the payments described above may, depending on the circumstances, constitute the provision of a termination benefit. The value of any such benefit is typically a function of time frame (e.g. length of any applicable notice period) and the Relevant Executive’s base pay or in some cases the level of seniority of the Relevant Executive and market practice.</p>
<p>SEEK Equity Plans and other subsidiary specific plans</p>	<p>Relevant Executives, and other SEEK employees, typically participate in one or more of the SEEK Equity Plans – the Executive Equity Plan (EEP) offered to SEEK Executives, the Wealth Sharing Plan (WSP) offered to both SEEK Executives and select Senior Managers and the Performance Rights Plan (PRP) offered to select Senior Managers. The terms of the EEP and WSP are described in the FY2024 Remuneration Report. The PRP mirrors the EEP with the only differences being that individual performance informs the vesting outcome and the resulting shares are not subject to a disposal restriction period.</p> <p>Since FY2024, Relevant Executives excluding SEEK Executives, may also choose to participate in Shares@SEEK, SEEK’s employee share plan. SEEK’s employee share plan allows for post-tax salary contributions towards the purchase of SEEK shares which then entitles the participant to matching shares subject to a qualifying period.</p> <p>Each plan’s rules set default outcomes where a participant ceases employment or office, with provision for Board discretion to determine otherwise.</p> <p>EEP and PRP</p> <p>The default outcome is that:</p> <ul style="list-style-type: none"> • vested Rights lapse when a Relevant Executive ceases employment or office before the end of the applicable qualifying period; • ‘good leavers’, may retain Rights, but with a pro-ration of the allocated Shares for the time served in the qualifying period; • performance hurdles must still be met and testing is not accelerated; and • Shares allocated remain subject to the disposal restriction period as applicable. <p>WSP</p> <p>The default outcome is that:</p> <ul style="list-style-type: none"> • vested Rights/Options lapse in full where employment or office ceases within the first year of the vesting period, or where employment or office is terminated for cause; • in other circumstances, a pro-rata portion of the Rights/Options remain on foot having regard to time served during the vesting period; and • performance hurdles remain in place and testing is not accelerated. <p>Shares@SEEK</p> <p>The default outcome is that vested matching awards lapse upon cessation of employment and purchased shares will cease to be subject to a Holding Lock.</p> <p>Bespoke subsidiary plans</p> <p>SEEK also operates bespoke incentive plans for certain subsidiary companies to attract, retain and incentivise key executives in those companies. These incentive plans reflect local market practice, and typically provide for cash payments or vesting of options where financial and performance hurdles are met. Generally, cessation of employment or office results in the lapse of these cash payments or options.</p>

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Item 6 – Renewal of Leaving Benefits Approval (continued)

Summary of potential leaving benefits (continued)

Potential benefit	Treatment on cessation of employment or office
SEEK Equity Plans and other subsidiary specific plans (continued)	<p>Board discretion</p> <ul style="list-style-type: none"> Under all of SEEK’s equity plans the Board has discretion to determine a different treatment, on cessation of employment or office. That discretion could, for example, change the default outcomes outlined above and allow more awards to be retained. Such a discretion is only expected to be exercised in exceptional circumstances. <p>Exercise of such discretion may, depending on the circumstances, constitute the provision of a termination benefit and the value of the corresponding benefit would typically be a function of the number of awards involved and the relevant Share price.</p>
Annual performance bonus	<p>While the MD and CEO, Executives and select Senior Managers do not participate in the Annual Performance Bonus (APB), some Relevant Executives and the majority of other SEEK employees do.</p> <p>APB payments are subject to the annual performance of the company and individuals. The default outcome is that:</p> <ul style="list-style-type: none"> Employees who cease employment prior to the end of the Financial Year are not eligible for payment. Where employment ceases due to redundancy, employees may remain eligible for payment on a pro-rata basis having regard to the time served in the Financial Year. <p>Board discretion</p> <p>In all circumstances the Board retains the discretion to determine a different treatment upon cessation of employment.</p> <p>The exercise of such discretion may, depending on the circumstances, constitute the provision of a termination benefit and the value of the corresponding benefit would typically be a function of the company’s performance multiplier, the individual’s performance rating, the individual’s APB opportunity and the period of service during the Financial Year.</p>
Local policies and practices including redundancy, ex-gratia payments and other benefits	<p>Redundancy policies and practices</p> <ul style="list-style-type: none"> SEEK’s global contractual arrangements and practices reflect local legal and regulatory requirements and market practice, with relevant local redundancy policies applying in certain cases. Accordingly, these policies, obligations and practices vary from time to time. Redundancy payments are generally exempt from the termination benefits regime, but sometimes it is necessary to provide a redundancy benefit beyond the applicable redundancy employment laws such as an ex-gratia payment. Depending on the circumstances, that payment may constitute the provision of a termination benefit. The value of any redundancy payment is generally a function of an employee’s remuneration and length of service (typically a specified number of weeks per year of service), with the value of any ex-gratia payment being an additional number of weeks per year of service. <p>Other benefits</p> <ul style="list-style-type: none"> Other benefits may be provided in accordance with local policies, law, regulation or market practice. These may include accrued leave, insurance and superannuation or pension entitlements. Most of these benefits would not generally be termination benefits under the termination benefits regime and no shareholder approval would normally be required to provide these. However, to the extent that they do, the shareholder approval sought will allow the benefit to be provided.

Item 6 – Renewal of Leaving Benefits Approval (continued)

Summary of potential leaving benefits (continued)

Potential benefit	Treatment on cessation of employment or office
Incidental benefits	<p>SEEK may provide small incidental benefits to a Relevant Executive, such as retention of certain property following cessation (e.g. mobile phone or other electronic device), giving a retirement gift and/or providing career transition/EAP/outplacement support.</p> <p>Approval is sought to allow flexibility to provide such benefits on a case-by-case basis provided they are reasonable and not significant in the circumstances.</p>
Settlement or separation agreements	<p>SEEK may enter into a settlement or separation agreement with a Relevant Executive in connection with the cessation of their employment or office. As part of this, SEEK may agree to pay an amount it determines is reasonable to settle any claims (which in the Board’s view are legitimate) which the Relevant Executive may have in connection with the cessation of employment or office. These settlement or separation agreements may also include typical arrangements around, for example, confidentiality, releases and non-disparagement.</p>

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Corporate Directory

Directors

Graham B Goldsmith
Chairman

Ian M Narev
Managing Director and Chief Executive Officer

Andrew R Bassat

Jamaludin B Ibrahim

Leigh M Jasper

Linda J Kristjanson

Rachael N Powell

Michael H Wachtel

Vanessa M Wallace

Rachel T Agnew
Secretary

Principal registered office in Australia

60 Cremorne Street
CREMORNE VIC 3121
AUSTRALIA
Ph: +61 3 8517 4100

Share register

Computershare Investor Services Pty Ltd
452 Johnston Street
ABBOTSFORD VIC 3067
Ph: +61 3 9415 4000

Auditor

PricewaterhouseCoopers
2 Riverside Quay
SOUTHBANK VIC 3006

Stock exchange listing

SEEK Limited shares are listed on the
Australian Securities Exchange (Listing code: SEK)

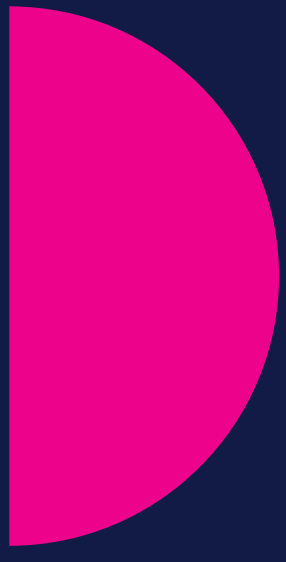
Website

www.seek.com.au

ABN

46 080 075 314

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SEEK Limited
ABN 46 080 075 314

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3.00pm (AEDT) on Sunday 17 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your 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 securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the 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 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative" form. A form may be obtained from Computershare or online at www.investorcentre.com/au after selecting "Printable forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184317

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

SEEK Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise the broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of SEEK Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of SEEK Limited to be held at 60 Cremorne Street, Cremorne Victoria 3121 and online on Tuesday 19 November 2024 at 3.00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote **For** or **Against** or **Abstain** from voting on the items by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes for that item will not be counted.

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a Election of Director - Rachael Powell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b Re-election of Director - Graham Goldsmith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c Re-election of Director - Michael Wachtel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3d Re-election of Director - Andrew Bassat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Grant of one Equity Right to the Managing Director and Chief Executive Officer, Ian Narev, for the year ending 30 June 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Grant of Wealth Sharing Plan Options and Wealth Sharing Plan Rights to the Managing Director and Chief Executive Officer, Ian Narev, for the year ending 30 June 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Renewal of Leaving Benefits Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 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