



Extraordinary General Meeting

Firstwave Cloud Technology Limited (Firstwave or the Company), advises that an Extraordinary General Meeting (EGM) will be held at at 12:00 PM AEST on Friday, 10 April 2026 at Green Room, Merchant, 3 Hosking Place, Sydney NSW 2000 as a physical meeting (Meeting) with a webinar.

In accordance with Listing Rule 3.17, attached are the following documents:

- A Letter to Shareholders regarding arrangements for the EGM as dispatched to Shareholders in lieu of the Notice of Meeting;
- Notice of Extraordinary General Meeting; and
- Proxy Form.

ENDS

Authorised for release by the Company Secretary.

For media inquiries, please contact:

Angus Kennelly
Massive Intelligence
0413 541 301
angus@massiveintelligence.com.au

About FirstWave

FirstWave Cloud Technology Limited (ASX: FCT) is a global software company headquartered in Australia and a leading provider of AI-driven compliance management, network monitoring, automation and cybersecurity software.

FirstWave's software is used by more than 150,000 organisations in 178 countries under a freemium model and commercial clients include leading global enterprises and service providers such as Microsoft, Telstra, John Deere, U.S. Army & Air Force, Claro, Raytheon, Telmex, Macquarie Cloud Services, and NASA.

12 March 2026

Upcoming Extraordinary General Meeting of Shareholders

Dear Shareholder,

FirstWave Cloud Technology Limited ACN 144 733 595 (ASX: FCT or “the **Company**”), advises that an Extraordinary General Meeting will be held **at 12:00 PM AEST on Friday, 10 April 2026 at Green Room, Merchant, 3 Hosking Place, Sydney NSW 2000 as a physical meeting (Meeting)** with a webinar.

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://firstwave.com/investor/> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: FCT).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on ‘Meetings’ - ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at Emily.Austin@automicgroup.com.au.

Copies of all Meeting related material, including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.



Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

Friday, 10 April 2026

12:00 PM AEST

To be conducted as a physical meeting, with webinar.

FirstWave Cloud Technology Limited

www.firstwave.com

This Notice of Meeting should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice
from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's EGM

This Notice is given based on circumstances as at 12 March 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://firstwave.com/investor/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting (EGM) of the Shareholders to which this Notice of Meeting relates will be held at **12:00 PM AEST on Friday, 10 April 2026 at Green Room, Merchant, 3 Hosking Place, Sydney NSW 2000** as a **physical meeting** with a webinar.

If you wish to virtually attend the EGM (which will be broadcast as a live webinar), please **pre-register** in advance for the physical meeting here:

https://us02web.zoom.us/webinar/register/WN_rEz5hMyLTmeRT9vwuiAHMw

After registering, you will receive a confirmation containing information on how to attend the meeting via the webinar on the day of the EGM.

Shareholders joining via the webinar will **not** be able to vote or ask questions at the Meeting.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Emily Austin, Company Secretary at Emily.Austin@automicgroup.com.au at least 48 hours before the EGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in person, in respect to the formal items of business as well as general questions in respect to the Company and its business.

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Other Information

Poll voting

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

Electronic copies

The Company believes that the best way for Shareholders to receive meeting documentation, annual reports and other information on Company matters is electronically. To review or update your current communication preference, simply log on to our share registry's website at investor.automic.com.au and select the "Communications" tab. You will need your portfolio login details or your SRN or HIN.

Locating your SRN or HIN

Your SRN or HIN can be found on your Voting Form. If you require further assistance with locating your SRN or HIN, you are encouraged to contact Automic Registry Services or your broker as soon as possible, and well in advance of the EGM.

Update your details

To update information about your shareholding go to the Automic Investor Centre at investor.automic.com.au.

Technical Difficulties

Technical difficulties may arise during the course of the EGM. The Chairman of the EGM has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chairman of the EGM considers it appropriate, the Chairman may continue to hold the meeting and transact business at the physical venue, including conducting a poll and voting in accordance with valid proxy instructions.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of FirstWave Cloud Technology Limited ACN 144 733 595 will be held at **12:00 PM AEST** on **Friday, 10 April 2026** at **Green Room, Merchant, 3 Hosking Place, Sydney NSW 2000** as a **physical meeting (Meeting)** with a webinar.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00 PM AEST on Wednesday, 8 April 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

1. **Resolution 1** – Ratification of Shares Issued to Fenja Capital Partners Under Listing Rule 7.1

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the prior issue of 120,000,000 Shares issued on 31 December 2025 and 5,000,000 Shares issued on 16 February 2026 pursuant to the Fenja Capital Partners settlement, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Fenja Capital Partners (**Fenja**) or an Associate of Fenja.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 directions given by the beneficiary to the holder to vote in that way.

2. **Resolution 2** – Approval of Issue of Warrant to Partners for Growth

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve and authorise the Company to grant a right to Partners for Growth VII, L.P. (PFG) to acquire up to 89,750,723 Shares pursuant to the PFG agreement (Warrant), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of PFG or an Associate of PFG.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3 – Approval of Put right for Warrant**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 6.23.2 and for all other purposes, the Shareholders approve and authorise the Company to grant a right to PFG to require the Company to repurchase the Warrant for a cash price of up to \$350,000, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of PFG or an Associate of PFG.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Emily Austin

Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at **12:00 PM AEST on Friday, 10 April 2026** as a **physical meeting** with a webinar.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Resolution 1 - Ratification of Shares Issued to Fenja Capital Partners Under Listing Rule 7.1

Background

As announced by the Company on 31 December 2025 and 16 February 2026, the Company issued 125,000,000 Fully Paid Ordinary Shares (**Shares**) at \$0.007 per Share as part of the Fenja settlement and utilising the Company's existing capacity under Listing Rule 7.1.

120,000,000 Shares were issued on Wednesday, 31 December 2025 and 5,000,000 Shares were issued on Monday, 16 February 2026.

Resolution 1 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) of the issue of 125,000,000 Shares to Fenja as part of the settlement (issued under the Company's placement capacity under Listing Rule 7.1).

Resolution 1 is an Ordinary Resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 1.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 125,000,000 Shares, which were issued on 31 December 2025 and 16 February 2026 (**Issue Date**).

All of the Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Shares to Fenja did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further

equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 1 is passed, the issue of Shares to Fenja will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 1 is not passed, the issue of Shares to Fenja will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) 125,000,000 Shares were issued to Fenja Capital Partners as part of a settlement.
- (b) 125,000,000 Shares were issued pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1.
- (c) 120,000,000 Shares were issued on 31 December 2025 and 5,000,000 Shares were issued on 16 February 2026.
- (d) The Shares were issued at A\$0.007 per Share.
- (e) The Shares were issued as part of the settlement agreement between Fenja and the Company.
- (f) The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (g) A voting exclusion statement is included in the Notice for Resolution 1.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolution 1.

Resolution 2 – Approval of Issue of Warrant to Partners for Growth

Background

As announced by the Company on 31 December 2025, the Company has completed an agreement with global credit investor, Partners for Growth VII, L.P. (**PFG**) for a \$2.5 million loan facility (**Facility**).

As part of the agreement, PFG is to be granted a warrant that is exchangeable into up to 89,750,723 Ordinary Shares with an exchange price equal to the 5-day VWAP prior to Closing, on 17 December 2025, of \$0.0083564786 per Share (**Warrant**).

As the 5-day VWAP prior to 17 December 2025 of \$0.0083564786 is lower than \$0.018 per Share, the exercise price of the Warrant is \$0.018 per Share.

The number of Shares into which the Warrant is exercisable is calculated as \$750,000 divided by the 5-day VWAP prior to Closing of the loan facility.

The Warrant may be exchanged into Shares on a "cashless" basis, i.e. by reducing the number of Shares issued by the value of the cash that would otherwise be needed to be paid in exchanging the Warrant.

The key terms of the Warrant are set out in Schedule 1.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 (and for all other purposes)

for the proposed issue of the Warrant as part of the Facility.

Resolution 2 is an Ordinary Resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 2.

ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the ASX Listing Rule 7.1 section in Resolution 1 above.

The Warrant is treated as an equity security for the purposes of the ASX Listing Rules. However, the proposed issue of the Warrant (for which approval is being sought pursuant to Resolution 2) falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if an issue of equity securities is subject to shareholder approval, it does not count towards the 15% placement limit set by Listing Rule 7.1, however the entity must not issue the equity securities without such approval. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

Consequence of approval

Shareholder approval is required for Resolution 2 to enable the Company to issue the Warrant.

If Resolution 2 is passed, the issue of the Warrant will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 2 is not passed, the issue of the Warrant will not occur and the Company will be required to pay a further fee of A\$350k to PFG in lieu of issuing the Warrant.

Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

- (a) The Warrant will be issued to Partners for Growth VII, L.P. (or its nominee(s)).
- (b) There is 1 Warrant to be issued. Under the Warrant, the maximum number of Shares that may be issued on exchange of the Warrant is 89,750,723.
- (c) The Warrant is exchangeable (in whole or in part) into Shares at an exercise price of \$0.018 per Share and expires 5 years from date of issue. The Shares to be issued on exchange of the Warrant will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Warrant will be issued no later than three months following the date of the Meeting.
- (e) The purpose of the issue of the Warrant is to satisfy the Company's obligations under the Facility and to minimise the additional fees payable by the Company under the Facility.
- (f) The Warrant is being issued under the Facility, a summary of the material terms of which is set out in the Background section of Resolution 2 above.
- (g) A voting exclusion statement is included in the Notice for Resolution 2.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolution 2.

Resolution 3 – Approval of Put right for Warrant

Background

As outlined in the background to Resolution 2 above, the Company has completed an agreement

for the Facility with global credit investor, PFG, and in connection with that has agreed to issue the Warrant to PFG (subject to Shareholder approval).

Under the terms of the Warrant, PFG is to have the option (in lieu of exchanging part or all the Warrant into Shares) to put the Warrant to the Company (i.e. require the Company to repurchase the Warrant) for up to A\$350k. The Warrant can also be 'put' upon a sale, IPO, change of control, liquidation, after 4 years or upon expiration.

As the Warrant is treated like an option for the purposes of the ASX Listing Rules, the grant of this right requires Shareholder approval in accordance with Listing Rule 6.23.2.

The key terms of the 'put right' are set out in the Warrant in Schedule 1.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 6.23.2 (and for all other purposes) for the grant of the proposed right to 'put' the Warrant to the Company.

Resolution 3 is an Ordinary Resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 3.

ASX Listing Rule 6.23.2

The Warrant is treated as an option for the purposes of the ASX Listing Rules. Under Listing Rule 6.23.2, a change which has the effect of cancelling an option for consideration can only be made if holders of ordinary securities approve the change. Accordingly, the grant of the 'put' right as part of the Warrant, which allows PFG to require the Company to repurchase the Warrant, requires Shareholder approval.

Consequence of approval

Shareholder approval is required for Resolution 3 to enable the Company to issue the Warrant to PFG.

If Resolution 3 is passed, PFG will have the right to require the Company to repurchase the Warrant (if issued) for a cash consideration of up to A\$350k.

If Resolution 3 is not passed, the issue of the Warrant (and the grant of the 'put' right) will not occur and the Company will be required to pay a further fee of A\$350k to PFG in lieu of issuing the Warrant.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolution 3.

Enquiries

Shareholders are asked to contact the Company Secretary at Emily.Austin@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Company means FirstWave Cloud Technologies Limited ACN 144 733 595.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Facility means the \$2.5 million loan facility granted by PFG to the Company as announced by the Company on 31 December 2025.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this Notice of Extraordinary General Meeting dated 12 March 2026 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

PFG means Partners for Growth VII, L.P.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Warrant means the warrant to be issued to PFG the subject of Resolutions 2 and 3.

Schedule 1 – Key Terms of the Warrant

The material terms and conditions of the Warrant are as follows:

(a) Entitlement

The Warrant is exchangeable by the holder (**Warrantholder**) in whole or in part into fully paid ordinary shares in the capital of the Company (**Share**) upon exercise of the Warrant.

(b) Number of Shares

The maximum number of Shares that may be issued on exchange of the Warrant is 89,750,723.

If the Company's sales revenue during the 6 month period ending 30 April 2026 exceeds A\$6,361,154, that maximum number will be reduced by 6,944,444, to 82,806,279 Shares.

(c) Exercise Price

Shares issued upon exchange of the Warrant have an exercise price of \$0.018 per Share.

If the fair market value of Shares exceeds the exercise price at the time of exercise of the Warrant, the Warrant may be exercised "cashless", i.e. by reducing the number of Shares issued by the value of the cash that would otherwise be needed to be paid in exercising the Warrant.

(d) Expiry Date

The Warrant will expire at 5.00pm (Sydney time) on the date that is 5 years after the date on which the Warrant is issued (**Expiry Date**). To the extent not exercised before the Expiry Date, the Warrant will automatically lapse on the Expiry Date.

(e) Exercise Period

The Warrant is exercisable at any time during the period from issue of the Warrant to the Expiry Date (**Exercise Period**).

(f) Quotation of the Warrant

The Company will not apply for Official Quotation of the Warrant. The Company will apply for quotation of any Shares issued upon exercise of the Warrant.

(g) Transferability of the Warrant

The Warrant is transferable in whole or in part. The Warrant and any Shares issued upon their exercise will be subject to on-sale restrictions under section 707(3) of the Corporations Act for a period of 12 months from their date of issue.

The Company intends to issue a cleansing notice under section 708A(5) of the Corporations Act at the time of issue of any Shares as a result of exercise of the Warrant to enable any Shares issued upon exercise of the Warrant to be freely tradable without further disclosure.

(h) Notice of Exercise

The Warrant may be exercised by notice in writing to the Company in a form reasonable acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Warrant being exercised in Australian currency by cheque or electronic funds transfer.

Any Notice of Exercise of the Warrant received by the Company will be deemed to be a notice of the exercise of that Warrant as at the date of receipt.

(i) Participation in New Issues

There are no participation rights or entitlements inherent in the Warrant and the Warrantholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Warrant without exercising the Warrant.

(j) Adjustment for Bonus Issues of Shares

If the Company makes a bonus issue of Shares, the number of Shares which must be issued on the exercise of a Warrant will be increased by the number of Shares which the Warrantholder would have received if the Warrantholder had exercised the Warrant before the record date for the bonus issue.

(k) Adjustments for Reorganisation

If the Company reorganises its capital, the rights of the Warrantholder (and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital.

(l) Put right

The Warrantholder shall have the right (but not the obligation) to require the Company to re-purchase the Warrant for the amount calculated as A\$350,000 multiplied by the number of Shares remaining to be issued under this Warrant at the time of exercise of the put right and divided by the maximum total number of Shares that could have been issued under this Warrant, at any time during the period ending 5 years after issue of the Warrant.

Your proxy voting instruction must be received by **12:00pm (AEST) on Wednesday, 08 April 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

