



ASX RELEASE

28 October 2025

2025 Notice of Annual General Meeting

Foresta Group Holdings Limited (ASX: FGH) ("FORESTA" or the "Company") is a leading natural and renewable pine chemical and biomass pellet manufacturing company.

Foresta attaches the following documents relating to the 2025 Annual General Meeting to be held at 10.30am (AEDT) on Friday, 28 November 2025.

- Notice of Annual General Meeting
- Proxy Form
- Letter to Shareholders

For more information please contact:

Foresta Group Holdings Limited
Henry Cheng

Executive Chairman

h.cheng@forestagroup.com.au

AUTHORISATION STATEMENT

This release has been authorised to be given to the ASX by the Company Secretary of Foresta Group Holdings Limited.

ABOUT FORESTA GROUP HOLDINGS

FORESTA is a leading natural and renewable pine chemical and biomass pellet manufacturing company. FORESTA is positioning itself to become a leading global supplier of natural and renewable pine chemicals and biomass pellets. It has developed a proprietary process to naturally extract pine chemicals by employing the tree's own solvent chemicals to extract rosin and terpenes. These products are commonly used in industrial manufacturing and are a key input to everyday end products. These products include adhesives, gum, inks, paint, car tyres and perfume.



FORESTA GROUP HOLDINGS LIMITED
ACN 074 969 056

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30 am (AEDT)
DATE: Friday, 28 November 2025
PLACE: Hall Chadwick
Melbourne Meeting Room
Level 14, 440 Collins Street
MELBOURNE VIC 3000

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

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm on 26 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR HENRY CHENG

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

"That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Mr Henry Cheng, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – INCREASE IN REMUNERATION FEE POOL FOR NON-EXECUTIVE DIRECTORS

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

"That, for the purposes of ASX Listing Rule 10.17 and all other purposes, approval be given to increase the maximum aggregate amount of fees available for payment to Non-executive Directors by \$150,000 from \$350,000 per annum to \$500,000 per annum."

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – RATIFICATION OF APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

Resolution 3 - Increase in Remuneration fee Pool for Non-executive Directors	The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any Director or an associate of a Director. However, this does not apply to a vote cast in favour of Resolution 3 by: a) 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 b) 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 c) 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. Voting prohibition Additionally, under section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on Resolution 3 if: a) the proxy is either: • a member of the Key Management Personnel; or • a Closely Related Party of such a member; and b) the appointment does not specify the way the proxy is to vote on the Resolution. However, the above prohibition does not apply if: c) the proxy is the Chair; and d) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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Attendance at the Annual General Meeting

The Annual General Meeting will be held in person.

Voting by proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or

number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting by power of attorney

If an ordinary shareholder has appointed an attorney to attend and vote at the meeting, or if a proxy form is signed by an attorney, the power of attorney must likewise be received by MUFG Corporate Markets (AU) Limited by post to Foresta Group Holdings Limited, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235 Australia, or by facsimile to MUFG Corporate Markets on +61 2 9287 0309 by no later than 10:30am AEDT on Wednesday, 26 November 2025, being not less than 48 hours before the time for holding the meeting].

By corporate representative

A member who is a body corporate may appoint an individual as a representative to exercise the member's voting rights at the Annual General Meeting pursuant to section 250D of the Corporations Act 2001 (Cth). Representatives will be required to present documentary evidence of their appointment to the Company before the meeting.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from MUFG Corporate Markets (AU) Limited will need to verify your identity.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary at au.cosec@acclime.com.

Questions from Members

Shareholders may submit questions ahead of the Annual General Meeting to the Company or the Company's Auditor. Questions may be submitted prior to the Annual General Meeting:

1. by email to au.cosec@acclime.com; or
2. online at the Share Registry website: <https://au.investorcentre.mpms.mufg.com>

You will need your SRN/HIN No. and postcode to access your holding. Once logged in, please click on the "Voting" tab and then "Ask Question".

To enable time for questions to be considered in sufficient detail at the Annual General Meeting, advance questions must be received no later than 10:30 am AEDT on Friday 21 November 2025.

Your questions are important to us and although we may not be able to reply to each question individually, we will respond to as many of the frequently asked questions as possible at the Annual General Meeting, or otherwise after the meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.forestagroup.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act 2001 (Cth) requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

Any outcome, with respect to this resolution, is advisory only and does not bind the Directors or the Company. However, if more than 25% of the votes are cast against two consecutive annual section 250R(2) resolutions, the Corporations Act 2001 (Cth) requires a shareholder vote on whether to convene a special meeting at which all directors (other than a managing director) who were in office when the second section 250R(2) resolution was passed must stand for re-election.

The Chair will allow a reasonable opportunity at the meeting for shareholders as a whole to ask questions about or make comments on the Remuneration Report.

The Directors will consider the outcome of this vote and any comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR HENRY CHENG

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Henry Cheng, who has held office without re-election since 28 November 2023 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Cheng is set out below.

Qualifications, experience and other material directorships	Mr Cheng, who was appointed Executive Chairman of the Company on 20 June 2023, is a highly skilled senior management and board executive with over 35 years of extensive experience in international business, resources, insurance, investment, finance and banking. Mr Cheng has developed strong global connections and networks, having travelled extensively and worked in many countries. He has forged well-established and influential relationships at senior executive and board level with publicly listed and private companies as well as leading financial institutions and government entities across Asia, USA, Europe and UK. Mr Cheng is a graduate of the National Taiwan University and holds a Bachelor of Business and Master of Business (International Finance). He currently serves as Chairman of Formosa Group Australia, Chairman of Formosa Resources and Chairman of Arizona Global Transaction Management Services. He was previously Managing Director of Canadian insurer Manulife Funds Direct and General Manager of Clerical Medical International (which later merged with Halifax), a British life assurance, pension and investment company founded in 1824, and a subsidiary of Lloyds Banking Group, as well as a Director of the Australian Patients Association (APA).
Term of office	Mr Cheng has served as a Director since 6 April 2023.
Independence	If re-elected, the Board considers that Mr Cheng will be a non-independent Director as he is engaged by the Company in an executive capacity.
Board recommendation	Having received an acknowledgement from Mr Cheng that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Cheng since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Cheng) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Cheng will be re-elected to the Board as Executive Director.

If this Resolution is not passed, Mr Cheng will not continue in their role as Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – INCREASE IN REMUNERATION FEE POOL FOR NON-EXECUTIVE DIRECTORS

4.1 General

Rule 15.7 of the Constitution requires that the maximum aggregate amount to be paid to all Non-executive Directors for their services as Non-executive Directors (excluding salaries of executive Directors) in any financial year must not exceed the amount fixed by the Shareholders in general meeting. ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Resolution 3 seeks Shareholder approval, for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the maximum aggregate amount of fees available to be paid to Non-executive Directors by \$150,000 from \$350,000 per annum to \$500,000 per annum.

If Resolution 3 is passed, the maximum aggregate amount of fees payable to Non-executive Directors of the Company will increase by \$150,000 from \$350,000 per annum to \$500,000 per annum. If Resolution 3 is not passed, the maximum aggregate amount of fees payable to Non-executive Directors of the Company will remain at \$350,000 per annum. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled Non-executive Directors.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for Non-executive Directors for the following reasons:

- to provide sufficient flexibility within the maximum aggregate amount that may be paid to all Non-executive Directors for their services as Non-executive Directors to appropriately remunerate the Non-executive Directors;
- to attract new Directors of a calibre required to effectively guide and monitor the business of the Company;
- the Directors may from time to time appoint additional Non-executive Directors to ensure the Board has the appropriate skills and experience;
- corporate governance best practice is such that Non-executive Directors are remunerated via fixed cash-based fees and not through equity-based performance schemes; and
- to remunerate Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates.

Nil securities have been issued to Non-executive Directors as share-based remuneration payments under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the past three years since, October 2022.

If Resolution 3 is passed, based on the current Board composition, it is not intended to fully utilise the increased aggregate fees available to be paid to Non-Executive Directors, however the increase would provide some flexibility for future appointments.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). The Company is an Eligible Entity.

5.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the continued expenditure on the Company's current projects, the development of the Company's current business and general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as of 10 October 2025. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the

REQUIRED INFORMATION	DETAILS				
	economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.				
	Variable "A" in Listing Rule 7.1A.2		Dilution		
			\$0.017 50% decrease in Issue Price	\$0.034 Issue Price	\$0.068 100% increase in Issue Price
	Current Variable A 2,652,906,450	10% Voting dilution	265,290,645	265,290,645	265,290,645
		Funds raised	\$4,509,941	\$9,019,882	\$18,039,764
	50% increase in current Variable A 3,979,359,675	10% Voting dilution	397,935,968	397,935,968	397,935,968
		Funds raised	\$6,764,911	\$13,529,823	\$27,059,646
	100% increase in current Variable A 5,305,812,900	10% Voting dilution	530,581,290	530,581,290	530,581,290
		Funds raised	\$9,019,882	\$18,039,764	\$36,079,528
	*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1. The table above uses the following assumptions: - There are currently 2,652,906,450 Shares on issue at the date of this Notice. - The issue price set out above is the closing market price of the Shares on the ASX on 10 October 2025 (being \$0.034). - The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. - The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. - The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. - The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. - This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements				

REQUIRED INFORMATION	DETAILS
	under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2024 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 29 November 2024, the Company issued nil Shares pursuant to the Previous Approval (Previous Issue).
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

6. RESOLUTION 5 – RATIFICATION OF APPOINTMENT OF AUDITOR

6.1 Background

On 13 February 2025 in accordance with section 327C of the Corporations Act 2001, the Company appointed BDO Audit Pty Ltd (**BDO**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, Hall Chadwick Melbourne Audit, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, BDO holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of BDO as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating BDO as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

BDO has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of BD as the Company's auditor will take effect at the close of this Meeting.

6.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities & Investments Commission.

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

BDO means BDO Audit Pty Ltd (ACN 134 022 870)

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Foresta Group Holdings Limited (ACN 074 969 056).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Hall Chadwick means Hall Chadwick Melbourne Pty Ltd (ACN 081 186 450).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 7.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option, Performance Right or Performance Share (as applicable).

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

ANNEXURE A – NOMINATION OF AUDITOR LETTER

The Directors
Foresta Group Holdings Limited
Level 7, 330 Collins Street
Melbourne, VIC 3000

18 December 2024

Dear Directors

The undersigned being a member of Foresta Group Holdings Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



Drew Speedy

LODGE YOUR VOTE

ONLINE
<https://au.investorcentre.mpms.mufg.com>

BY MAIL

Foresta Group Holdings Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474


X999999999999

PROXY FORM

I/We being a member(s) of Foresta Group Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Friday, 28 November 2025 at Hall Chadwick, Melbourne Meeting Room, Level 14, 440 Collins Street, MELBOURNE VIC 3000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Adoption of Remuneration Report

For Against Abstain*
☐ ☐ ☐
5 Ratification of Appointment of Auditor

For Against Abstain*
☐ ☐ ☐
2 Re-Election of Director – Mr Henry Cheng

☐ ☐ ☐
3 Increase in Remuneration Fee Pool for Non-Executive Directors

☐ ☐ ☐
4 Approval of 7.1a Mandate

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufig-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10.30am (AEDT) on Wednesday, 26 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Foresta Group Holdings Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



28 October 2025

Dear Shareholder,

Foresta Group Holdings Limited 2025 Notice of Annual General Meeting and Proxy Form

The Annual General Meeting of Shareholders of Foresta Group Holdings Limited (**ASX:FGH**), (**the Company**) will be held at 10.30am (AEDT) on Friday, 28 November 2025 at the offices of Hall Chadwick, Melbourne Meeting Room, Level 14, 440 Collins Street, Melbourne VIC 3000 (**Meeting**).

The Notice of Meeting and other meeting documentation is available at www.forestagroup.com.au/announcements/. In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only dispatch physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

FGH encourages you to lodge your proxy votes online before the Meeting. To do so, please login to <https://au.investorcentre.mpms.mufig.com> using the holding details (SRN or HIN), which will be on the enclosed personalised Proxy form. Once logged in, select 'Voting' and follow the prompts to lodge your vote.

If you have any problems accessing the Notice of Meeting and Explanatory Memorandum and/or the proxy voting screen(s), please contact FGH's share registry – MUFG Corporate Markets on +61 1300 554 474 or via email at support@cm.mpms.mufig.com.

Proxy instructions must be received no later than 48 hours before the commencement of the meeting.

The Company will notify Shareholders via the Company's website www.forestagroup.com.au/announcements and the Company's ASX Announcement Platform if changing circumstances impact the planning or arrangements for the Meeting.

Yours sincerely

Mark Licciardo
Company Secretary