JANUS ELECTRIC

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www.januselectric.com.au
Janus Electric Holdings Limited
5 Catamaran Road
Fountaindale, NSW 2258

Letter to Shareholders regarding Extraordinary General Meeting

Janus Electric Holdings Limited (ASX: **JNS**) (**Janus** or the **Company**) will be holding an extraordinary general meeting of shareholders at 10:30am (AEST) on Friday 26 June 2026 (**Meeting**) at Source Governance, Level 37, 180 George Street, Sydney, NSW, 2000.

In accordance with section 110D(1) of the *Corporations Act 2001 (Cth)*, the Company will not be sending hard copies of the Notice of Meeting to shareholders, unless the shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the website link: www.asx.com.au/markets/company/JNS

Please complete and return the attached proxy form to the Company's share registry, MUFG Corporate Markets (AU) Limited:

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

Online	At au.investorcentre.mpms.mufg.com
By post	By mail to Janus Electric Holdings Limited C/- MUFG Corporate Markets (AU) Limited using the reply-paid envelope or Locked Bag A14, Sydney South, NSW 1235. Please allow sufficient time so that it reaches MUFG by the Proxy deadline.
By hand	Deliver to MUFG Corporate Markets (AU) Limited at Liberty Place, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
By fax	Fax to MUFG on +61 2 9287 0309.

Your proxy voting instruction must be received by 10:30am (AEST) on Wednesday, 24 June 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, MUFG Corporate Markets (AU) Limited on, 1300 554 474 (within Australia) or +61 1300 554 474 (overseas).

This announcement has been authorised for release to ASX by the Board of Janus Electric Holdings Limited.

For more information, please visit www.januselectric.com.au/investors.

About Janus Electric
Janus Electric is an Australian innovator in heavy vehicle electrification, offering a turnkey solution through its patented battery swap platform, truck conversion kits, charging infrastructure, and integrated fleet management software. Janus delivers a zero-emissions, full-service electrification model for the freight and logistics sector, supporting operations across NSW, Victoria, Queensland, South Australia, and Western Australia. Its Central Coast-based production facility underpins its national deployment strategy.

Janus Electric Holdings Limited
5 Catamaran Road,
Fountaindale NSW 2258
ACN: 095 006 090

https://www.januselectric.com.au/

Janus Electric Holdings Limited

Notice of 2026 Extraordinary General Meeting

Explanatory Statement | Proxy Form

26 June 2026

10:30am AEST

Address:
Source Governance
Level 37, 180 George Street
Sydney, NSW, 2000

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.

Contents

Important Information for Shareholders about the Company's 2026 EGM

This Notice is given based on circumstances as at 28 May 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://www.januselectric.com.au/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:30am AEST on 26 June 2026 at Source Governance, Level 37, 180 George Street, Sydney, NSW 2000.

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 via the Company's Share Registry website at au.investorcentre.mpms.mufg.com. Please refer to the Proxy Form for more information.
By post	By mail to Janus Electric Holdings Limited C/- MUFG Corporate Markets (AU) Limited using the reply-paid envelope or Locked Bag A14, Sydney South, NSW 1235. Please allow sufficient time so that it reaches MUFG by the Proxy deadline.
By hand	Deliver to MUFG Corporate Markets (AU) Limited at Liberty Place, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
By fax	Fax to MUFG on +61 2 9287 0309.

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 bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Janus Electric Holdings Limited ACN 095 006 090 will be held at 10:30am AEST on 26 June 2026 at Source Governance, Level 37, 180 George Street, Sydney, NSW 2000 (**Meeting**).

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 7:00pm AEST on 24 June 2026.

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

Resolutions

1. Resolution 1 – Ratification of Prior Issue of 1,500,000 Unlisted Options under Listing Rule 7.4

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, Shareholders hereby ratify the issue of 1,500,000 unlisted options (each option exercisable to acquire one fully paid ordinary share in the capital of the Company) issued to Lynx Advisors Pty Ltd in accordance with ASX Listing Rule 7.1 on 10 April 2026, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- Any person who participated in the issue being Lynx Advisors Pty Ltd; or
- Any person who is an associate of any person who participated in the issue.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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 – Ratification of Prior Issue of Shares to Spark Plus Pte Ltd under Listing Rule 7.4

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, Shareholders hereby ratify the issue of 294,118 fully paid ordinary shares issued to *Spark Plus Pte Ltd in accordance with ASX Listing Rule 7.1 on 18 May 2026, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- Any person who participated in the issue being Spark Plus Pte Ltd; or
- Any person who is an associate of any person who participated in the issue.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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 – Ratification of Prior Issue of 1,000,000 Shares to Kjøller A/S under Listing Rule 7.4

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, Shareholders hereby ratify the issue of 1,000,000 fully paid ordinary shares issued to Kjøller A/S *in accordance with ASX Listing Rule 7.1 on 10 April 2026, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- Any person who participated in the issue being Kjøller A/S; or
- Any person who is an associate of any person who participated in the issue.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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.

4. Resolution 4 – Ratification of Prior Issue of 14,757,437 Shares under Listing Rule 7.4

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, Shareholders hereby ratify the issue of 14,757,437 fully paid ordinary shares issued in accordance with ASX Listing Rule 7.1 on 18 May 2026, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- Any person who participated in the issue; or
- Any person who is an associate of any person who participated in the issue.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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.

5. Resolution 5 – Ratification of Prior Issue of 11,692,563 Shares under Listing Rule 7.4

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, Shareholders hereby ratify the issue of 11,692,563 fully paid ordinary shares issued in accordance with ASX Listing Rule 7.1A on 18 May 2026, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Any person who participated in the issue; or
- Any person who is an associate of any person who participated in the issue.

However, this does not apply to a vote cast in favour of a resolution:

- by 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

- 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
- 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.

6. Resolution 6 – Approval to Issue 1,470,588 Shares to enable Directors Participation in the Placement

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue of 1,470,588 fully paid ordinary shares issued to the Directors (or their nominees) as follows:

a) 588,235 Director Participation Shares to Mr Tony Fay (or his nominee);
b) 882,353 Director Participation Shares to Mr Peter Koller (or his nominee);

on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- Tony Fay, Ben Hutt, or Peter Koller (as related parties to whom this Resolution would permit a financial benefit to be given); or
- Any person who is an associate of these related parties.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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.

7. Resolution 7 – Approval to Issue 1,000,000 Options to Lead Manager in the Placement

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, Shareholders hereby approve the issue of 1,000,000 Options to Lynx Advisors Pty Ltd (or their nominees), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- Lynx Advisors Pty Ltd (or their nominees), as a person expected to participate in, and to obtain a material benefit as a result of, the proposed issue of Options; or
- Any person who is an associate of Lynx Advisors Pty Ltd.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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.

8. Resolution 8 – Adoption of Employee Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders hereby approve to adopt an employee incentive scheme titled Employee Incentive Plan and to issue up to a maximum of 30,000,000 Securities under the Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

- 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
- 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

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- the proxy is either:
  - a member of the Key Management Personnel; or
  - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. Resolution 9 – Amendment to Constitution – Employee Incentive Plan

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

"That, for the purposes of section 136 of the Corporations Act 2001 and for all other purposes, the Company's constitution be amended by inserting the following new clause 1.6 immediately after clause 1.5:

'Employee Incentive Scheme Issue Cap

1.6 For the purposes of section 1100V of the Corporations Act 2001, the maximum number of shares (and other securities convertible into or giving a right to acquire shares) that may be issued by the Company in any rolling 3-year period under an employee incentive scheme (within the meaning of the ASIC Corporations (Employee Incentive Schemes) Instrument 2022/73 or any replacement instrument) without the approval of members is 10% of the total number of shares on issue at the time of the relevant offer or issue.'"

10. Resolution 10 – Approval of Grant of Sign-On Performance Rights to Chief Executive Officer under ASX Listing Rule 10.14

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders hereby approve the issue of 854,701 Sign-On Performance Rights under the Janus Electric Holdings Limited Employee Incentive Plan to Mr Ben Hutt (Chief Executive Officer and Managing Director) as a sign-on equity bonus under his employment agreement, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- Mr Ben Hutt (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- the proxy is either:
  - a member of the Key Management Personnel; or
  - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. Resolution 11 – Approval of FY26 STI Performance Rights to Chief Executive Officer under ASX Listing Rule 10.14

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders hereby approve the issue of 2,777,778 FY26 STI Performance Rights under the Janus Electric Holdings Limited Employee Incentive Plan to Mr Ben Hutt (Chief Executive Officer and Managing Director) (or his nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- Mr Ben Hutt (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- the proxy is either:
  - a member of the Key Management Personnel; or
  - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. Resolution 12 – Approval of Grant of Options to Chief Executive Officer under ASX Listing Rule 10.14

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders hereby approve the grant of 5,278,116 Tranche B Options under the Janus Electric Holdings Limited Employee Incentive Plan to Mr Ben Hutt (Chief Executive Officer and Managing Director) (or his nominee), on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- Mr Ben Hutt (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- the proxy is either:
  - a member of the Key Management Personnel; or
  - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. Resolution 13 – Approval of Performance Rights to Chief Executive Officer under ASX Listing Rule 10.14

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders hereby approve the grant of 1,444,444 Tranche A Performance Rights under the Janus Electric Holdings Limited Employee Incentive Plan to Mr Ben Hutt (Chief Executive Officer and Managing Director) (or his nominee), on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- Mr Ben Hutt (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- the proxy is either:
  - a member of the Key Management Personnel; or
  - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

14. Resolution 14 – Approval of Performance Rights to a Non-Executive Director (Tony Fay) under ASX Listing Rule 10.14

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders hereby approve the grant of 1,000,000 Tranche A Performance Rights under the Janus Electric Holdings Limited Employee Incentive Plan to Mr Tony Fay (or his nominee), on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- Mr Tony Fay (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- the proxy is either:
    - a member of the Key Management Personnel; or
    - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

15. Resolution 15 – Approval of Performance Rights to a Non-Executive Director (Peter Koller) under ASX Listing Rule 10.14

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders hereby approve the grant of 1,000,000 Tranche A Performance Rights under the Janus Electric Holdings Limited Employee Incentive Plan to Mr Peter Koller (or his nominee), on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- Mr Peter Koller (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- any of their respective associates.

However, this does not apply to a vote cast in favour of a resolution:

- by 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
- 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
- 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

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- the proxy is either:
  - a member of the Key Management Personnel; or
  - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Jade Cook
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 10:30 am (AEST) on 26 June 2026 at Source Governance, Level 37, 180 George Street, Sydney, NSW 2000.

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 Prior Issue of 1,500,000 Unlisted Options under Listing Rule 7.4

1. Background

1.1 Lynx Advisors Pty Ltd (**Lynx**) was appointed as Corporate Advisor to the Company and provides the Company with a broad range of corporate advisory services including investor awareness, investor engagement, strategic introductions and strategic capital advice.

1.2 As part of the consideration for Lynx's appointment and the provision of services, the Company agreed to issue Lynx (and/or its nominees) the following:

(a) 500,000 unlisted options with an exercise price of $0.20 with a three year expiry date; and

(b) 1,000,000 unlisted options with an exercise price of $0.30 with a three year expiry date

(together the **Alignment Options**).

1.3 Lynx was to pay a nominal issue price of $0.0001 per option for the Alignment Options.

1.4 The total 1,500,000 Alignment Options were issued on 10 April 2026 pursuant to the Company's available placement capacity under Listing Rule 7.1.

2. ASX Listing Rules 7.1 and 7.4

2.1 Resolution 1 seeks Shareholder approval to ratify the issue of 1,500,000 Alignment Options as an ordinary resolution.

2.2 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 months period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

2.3 The issue of the Alignment Options does not fit within any of these exceptions of Listing Rule 7.1 and, as it has not yet 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 months following the date the Company issued the Alignment Options.

2.4 Listing Rule 7.4 allows the shareholders of a company to approve an issue of equity securities after it has been made or agreed to be made. If approved, the issue is taken to be approved under Listing Rule 7.1 and so does not reduce the company’s capacity to issue further equity securities without shareholder approval under that rule.

2.5 The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

3. Passing the Ratification of Prior Issue Resolution

3.1 If Resolution 1 passes, the issue of the applicable Alignment Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the Shares.

3.2 If Resolution 1 is not passed, the issue of the applicable Alignment Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively limiting the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue date.

3.3 The Company confirms that the Alignment Options were issued out of existing capacity and did not breach Listing Rule 7.1.

4. Information requirements for ASX Listing Rule 7.5

4.1 Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

- **Allottee**: The Alignment Options were issued to Lynx Advisors Pty Ltd ACN 654 471 262 and its nominees as the Company's Corporate Advisor.
- **Number of securities allotted**: 1,500,000 unlisted options were issued, comprising 500,000 options with an exercise price of $0.20 and 1,000,000 options with an exercise price of $0.30 (**Alignment Options**).
- **Terms**:
  - Each Alignment Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company.
  - The 500,000 options have an exercise price of $0.20 per option with a three year expiry date from the date of issue.
  - The 1,000,000 options have an exercise price of $0.30 per option with a three year expiry date from the date of issue.
  - The options are not quoted on the ASX and are otherwise subject to the terms and conditions summarised in the Explanatory Statement.
  - The Alignment Options are not subject to any vesting conditions.
- **Date of issue**: 10 April 2026.
- **Price of issue**: The Alignment Options were issued at a nominal price of $0.0001 per option.
- **Intended use of funds / consideration**: The Alignment Options were issued as part consideration for the appointment of Lynx as Corporate Advisor to the Company. The Company also pays Lynx a monthly cash fee of $8,000 plus GST for the provision of Corporate Advisory Services.
- **Summary of material terms of the agreement**: As per the above details.
- **Voting exclusion**: A voting exclusion in respect of Resolution 1 is set out in the Notice of Meeting.

5. Directors' recommendation

5.1 The Directors recommend that Shareholders vote in favour of Resolution 1.

6. Chair's Voting Intention

6.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 1.

Resolution 2 – Ratification of Prior Issue of Shares to Spark Plus Pte Ltd under Listing Rule 7.4

1. Background

1.1 Spark Plus Pte Ltd (**Spark Plus**) was appointed as Corporate Advisor to the Company and provides the Company with a broad range of corporate advisory services in relation to a roadshow package including group webinars, analyst coverage, analyst research and corporate strategy and communication around market positioning.

1.2 As consideration for the services the Company agreed to pay $50,000 in fully paid ordinary shares of the Company, to be issued at the same price as the capital raising by the Company (further details are provided in explanatory statement to Resolution 4 and 5).

1.3 The shares (**Spark Plus Shares**) were accordingly issued on 18 May 2026 at an issue price of $0.17, being the price of the Company's capital raising, resulting in 294,118 fully paid ordinary shares being issued to Spark Plus Pte Ltd.

1.4 The Spark Plus Shares were issued pursuant to the Company's available placement capacity under ASX Listing Rule 7.1.

2. Listing Rules 7.1 and 7.4

2.1 The relevant background to Listing Rules 7.1 and 7.4 is set out in Resolution 1 above.

2.2 The issue of the Spark Plus Shares does not fit within any of the exceptions of Listing Rule 7.1 and, as it has not yet 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 months following the date the Company issued the Spark Plus Shares.

3. Passing the Ratification of Prior Issue Resolution

3.1 Resolution 2 seeks Shareholder approval to ratify the issue of 294,118 Spark Plus Shares as an ordinary resolution.

3.2 If Resolution 2 passes, the issue of the applicable Spark Plus Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the Shares.

3.3 If Resolution 2 is not passed, the issue of the applicable Spark Plus Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively limiting the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue date. The Company confirms that the Spark Plus Shares were issued out of existing capacity and did not breach Listing Rule 7.1.

4. Information requirements for ASX Listing Rule 7.5

4.1 Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

- **Allottee**: The Spark Plus Shares were issued to Spark Plus Pte Ltd ACN 0895 006 090, as the Company's Corporate Advisor.
- **Number of securities allotted**: 294,118 fully paid ordinary shares (representing $50,000 divided by the issue price of $0.17).
- **Terms**: Fully paid ordinary shares issued on the same terms as all other fully paid ordinary shares of the Company on issue.
- **Date of issue**: 18 May 2026.
- **Price of issue**: $0.17 per share.
- **Intended use of funds / consideration**: The shares were issued as non-cash consideration for corporate advisory services provided by Spark Plus Pte Ltd. No cash proceeds were received by the Company in respect of this issue.
- **Summary of material terms of the Agreement**: As per the above details.
- **Voting exclusion**: A voting exclusion in respect of Resolution 2 is set out in the Notice of Meeting.

5. Directors' recommendation

5.1 The Directors recommend that Shareholders vote in favour of Resolution 2.

6. Chair's Voting Intention

6.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 2.

Resolution 3 – Ratification of Prior Issue of 1,000,000 Shares to Kjøller A/S under Listing Rule 7.4

1. Background

1.1 On 12 September 2023, Kjøller A/S (**Kjøller**) commenced proceedings in the District Court of New South Wales against Alexander Cameron Forsyth, Bevan Dooley, Amy Sacco and Australian Equipment Hire & Sales Pty Ltd, alleging breach of the Downside Protection Warrant and seeking damages (**Proceedings**).

1.2 The parties entered into a formal Deed of Settlement and Release dated 25 March 2026 (**Deed**) to resolve disputes relating to the Proceedings.

1.3 As part of the settlement consideration payable by Janus under the Deed, the Company agreed to issue $200,000 of fully paid ordinary shares to Kjøller at $0.20 per share, at no additional subscription price, in respect of the claims made by Kjøller under the Side Letter. This resulted in the issue of 1,000,000 fully paid ordinary shares (**Settlement Shares**) to Kjøller on 10 April 2026.

1.4 The Deed provides that Kjøller must not sell the Settlement Shares within 12 months of those shares being issued by Janus or received by Kjøller, unless Janus in writing in advance consents to such sale, and Janus has complete and unfettered discretion to decline to provide such consent.

2. Listing Rules 7.1 and 7.4

2.1 The relevant background to Listing Rules 7.1 and 7.4 is set out in Resolution 1 above.

2.2 The Settlement Shares were issued pursuant to the Company's available placement capacity under ASX Listing Rule 7.1. A detailed explanation of the operation of Listing Rule 7.1 and Listing Rule 7.4 is set out in Resolution 1 above and applies equally to the issue of the Settlement Shares.

2.3 The issue of the Settlement Shares does not fit within any of these exceptions of Listing Rule 7.1 and, as it has not yet 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 months following the date the Company issued the Settlement Shares.

3. Passing the Ratification of Prior Issue Resolution

3.1 Resolution 3 seeks Shareholder approval to ratify the issue of 1,000,000 Settlement Shares as an ordinary resolution.

3.2 If Resolution 3 passes, the issue of the applicable Settlement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the Shares.

3.3 If Resolution 3 is not passed, the issue of the applicable Settlement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively limiting the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue date.

3.4 The Company confirms that the Settlement Shares were issued out of existing capacity and did not breach Listing Rule 7.1.

4. Information requirements for ASX Listing Rule 7.5

4.1 Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

- **Allottee**: The Settlement Shares were issued to Kjøller A/S CRV No. 31575907, payable under the Deed of Settlement and Release dated 25 March 2026.
- **Number of securities allotted**: 1,000,000 fully paid ordinary shares.
- **Terms**: Fully paid ordinary shares issued on the same terms as all other fully paid ordinary shares of the Company on issue. Kjøller is subject to a 12-month restriction on selling the Settlement Shares without the prior written consent of Janus.
- **Date of issue**: 10 April 2026.
- **Price of issue**: The shares were issued at $0.20 per share, at no additional subscription price to Kjøller.
- **Intended use of funds / consideration**: The Settlement Shares were issued as non-cash settlement consideration in respect of the claims made by Kjøller under the Deed of Settlement and Release.
- **Summary of material terms of the Agreement**: As per the above details.
- **Voting exclusion**: A voting exclusion in respect of Resolution 3 is set out in the Notice of Meeting.

5. **Directors' recommendation**

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

6. **Chair's Voting Intention**

6.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 3.

Resolutions 4 and 5 – Ratification of Prior Issue of 26,450,000 Shares under Listing Rule 7.4

1. **Background**

1.1 On 6 May 2026, the Company announced a placement of 26,450,000 fully paid ordinary shares (**Placement Shares**) at an issue price of $0.17 per share to raise approximately $4,500,000 (before costs) (**Placement**).

1.2 The Placement was conducted with sophisticated and institutional investors with Lynx Advisors Pty Ltd acted as Lead Manager, alongside Curran & Co Pty Ltd and SP Corporate Advisory Pty Ltd (Spark Plus) as Co-Managers to the Placement.

1.3 On 18 May 2026, the Company issued 26,450,000 fully paid ordinary shares utilising the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A:

- 14,757,437 fully paid ordinary shares under ASX Listing Rule 7.1; and
- 11,692,563 fully paid ordinary shares under ASX Listing Rule 7.1A.

1.4 The Placement Shares were issued at $0.17 per share, representing a 12.8% discount to the 5-day VWAP of the Company's shares on ASX of $0.205 on 4 May 2026.

1.5 Additionally, 1,470,588 fully paid ordinary shares at $0.17 per share are to be issued pursuant to shareholder approval under ASX Listing Rule 10.11 approving the participation in the Placement by investors who are considered to be related parties of the Company (Resolution 6).

1.6 The proceeds of the Placement will be to fund working capital to support growth, new market entry and sales capability and engineering and product development.

1.7 A detailed explanation of the operation of Listing Rule 7.1, 7.1A and Listing Rule 7.4 is set out in Resolution 1 above and applies equally to the issue of the Placement Shares.

1.8 The issue of the Placement Shares does not fit within any of these exceptions of Listing Rule 7.1 and, as it has not yet 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 months following the date the Company issued the Shares.

2. **Passing the Ratification of Prior Issue Resolution**

2.1 Resolutions 4 and 5 seek Shareholder approval to ratify the issue of 26,450,000 Placement Shares as an ordinary resolution.

2.2 If Resolutions 4 and 5 passes, the issue of the applicable 26,450,000 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the Placement Shares.

2.3 If Resolutions 4 and 5 are not passed, the issue of the applicable 26,450,000 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively limiting the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue date. The Company confirms that the Placement Shares were issued out of existing capacity and did not breach Listing Rule 7.1 and 7.1A.

3. Information requirements for ASX Listing Rule 7.5

3.1 Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

- **Allottees:** The Placement Shares were issued to institutional shareholders. Lynx Advisors Pty Ltd acted as Lead Manager, alongside Curran & Co Pty Ltd and SP Corporate Advisory Pty Ltd (Spark Plus) as Co-Managers to the Placement. No Directors or other related parties of the Company participated in the Placement in this tranche. Separate shareholder approval for directors' participation is being sought under Resolution 6.
- **Number of securities allotted:** 26,450,000 Placement Shares were issued pursuant to Listing Rules 7.1 and 7.1A.
- **Terms:** Fully paid ordinary shares issued on the same terms as all other Shares on issue.
- **Date of issue:** The Placement Shares were issued on 18 May 2026.
- **Price of issue:** The Placement Shares were issued at an issue price of $0.17 each.
- **Intended use of funds:** The Placement Shares were issued to raise funds for working capital to support growth, new market entry and sales capability and engineering and product development.
- **Summary of material terms of the agreement:** As per the above details.
- A voting exclusion in respect of Resolutions 4 and 5 is set out in the Notice of Meeting.

4. Directors' recommendation

4.1 The Directors recommend that Shareholders vote in favour of Resolutions 4 and 5.

5. Chair's Voting Intention

5.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 4 and 5.

Resolution 6 – Approval to Issue 1,470,588 Shares to enable Directors Participation in the Placement

1. Background

1.1 This Resolution seeks Shareholder approval to issue 1,470,588 fully paid ordinary shares at $0.17 per share to enable Directors Participation in the Placement as detailed in Resolutions 4 and 5.

1.2 The shares would be issued as follows:
- Tony Fay — 588,235 fully paid ordinary shares ; and
- Peter Koller — 882,353 fully paid ordinary shares,

(together the Directors Participation Shares)

2. ASX Listing Rule 10.11

2.1 ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue securities to the following persons without the approval of its shareholders:

(a) a related party (ASX Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the Company (ASX Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);

(d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or

(e) a person whose relation with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5).

2.2 Mr Fay and Mr Koller are each a related party of the Company by virtue of being a Director of the Company, and therefore Shareholder approval pursuant to ASX Listing Rule 10.11 is required for the issue of 1,470,588 Directors Participation Shares.

2.3 If Resolution 6 is passed, the Company would issue the Directors Participation Shares, raising up to $250,000 (before costs). Approval of this resolution will also result in the Directors Participation Shares issued to the Related Parties being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Directors Participation Shares issued to the Related Parties will not use up any of the Company's 15% limit available under ASX Listing Rule 7.1.

2.4 If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Directors Participation Shares and will not receive the additional $250,000 (before costs) committed by the Related Parties under the Placement.

3. Information required by ASX Listing Rule 10.13

3.1 Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- **Allottees**: The Directors Participation Shares will be issued to Mr Tony Fay and Mr Peter Koller, who fall within the category set out in ASX Listing Rule 10.11.1 as Directors.
- **Number of securities allotted**: The maximum number of Directors Participation Shares to be issued is 1,470,588 at $0.17 per Share.

- **Class of issue**: The Directors Participation Shares will be ordinary fully paid shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- **Date of issue:** The Directors Participation Shares will be issued no later than one month after the date of the Meeting.
- **Price of issue:** The Directors Participation Shares will be issued at $0.17 each, being the same issue price as the Placement Shares, and will raise up to $250,000 (before costs).
- **Intended use of funds:** The intended use of funds raised from the Directors Participation Shares is the same as outlined in Resolutions 4 and 5.
- **Summary of material terms of the agreement:** The same as outlined in Resolutions 4 and 5.
- A Voting Exclusion Statement applies in respect of Resolution 6.

4. Directors' recommendation

4.1 The Directors (excluding Mr Fay and Mr Koller) recommend that Shareholders vote in favour of Resolution 6.

5. Chair's Voting Intention

5.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 6.

Resolution 7 – Approval to Issue 1,000,000 Options to Lead Manager in the Placement

1. Background

1.1 This Resolution seeks Shareholder approval to issue 1,000,000 Options to Lynx Advisors Pty Ltd (**Lynx**) as Lead Manager in the Placement as detailed in Resolutions 4 and 5.

1.2 The issue of the 1,000,000 Options is for consideration for corporate advisory services provide by Lynx in connection with the Placement.

1.3 As part of the consideration for Lynx's appointment and the provision of its corporate advisory services provide in connection with the Placement, the Company agreed to issue Lynx (and/or its nominees) 1,000,000 unlisted options with an exercise price of $0.30 with a three year expiry date (Lead Manager Options).

1.4 Lynx (or its nominees) will pay a nominal issue price of $0.0001 per option to total $100.00.

1.5 The relevant background to Listing Rules 7.1 and 7.4 is set out in Resolution 1 above.

2. Information required by Listing Rule 14.1A

2.1 If this Resolution is passed, the Company will be able to issue Lead Manager Options. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

2.2 If this Resolution is not passed, the Company will not be able to proceed with the issue and will be required to negotiate alternative ways to fully remunerate Lynx for its services.

3. Information requirements for ASX Listing Rule 7.3

3.1 Details of the issue, as required by ASX Listing Rule 7.3 are as follows:

- **Allottees:** Lynx Advisors Pty Ltd (or their nominee).
- **Number of securities and class to be issued:** 1,000,000 Lead Manager Options.
- **Terms:** The Lead Manager Options will be issued on the terms and conditions:
    - Each Lead Manager Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company.
    - The 1,000,000 options have an exercise price of $0.30 per option with a three year expiry date from the date of issue.
    - The options are not quoted on the ASX and are otherwise subject to the terms and conditions summarised in the Explanatory Statement.
    - The Lead Manager Options are not subject to any vesting conditions.
- **Date of issue:** The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- **Price of issue:** The Lead Manager Options will be issued at a nominal issue price of $0.0001 in consideration for corporate advisory services provided by Lynx.
- **Purpose of the issue, including the intended use of any funds raised by the issue:** The purpose of the issue is to satisfy the Company's obligations under the Corporate Advisory Mandate.
- **Summary of material terms of the agreement:** As per the above details.
- A voting exclusion in respect of Resolution 7 is set out in the Notice of Meeting.

4. Directors' recommendation

4.1 The Directors recommend that Shareholders vote in favour of Resolution 7.

5. Chair's Voting Intention

5.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 7.

Resolution 8 – Adoption of Employee Incentive Plan

1. Background

1.1 This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 30,000,000 plus allowance for next 3 years Securities under the employee incentive scheme titled "Employee Incentive Plan" (**Plan**). This includes any options or rights issued to Directors within this Notice of Meeting.

1.2 The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

1.3 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.

1.4 Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

1.5 Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 Exception 13(b). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

2. Information required by Listing Rule 14.1A

2.1 If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 3 (below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

2.2 For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

2.3 If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

3. Information required by Listing Rule 7.2 (Exception 13(b))

- **Terms of the Plan:** A summary of the material terms and conditions of the Plan is set out in Annexure A.
- **Number of Securities**: The Company has not issued any Securities under the Plan.
- **Maximum number of Securities proposed to be issued under the Plan**: The maximum number of Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 Exception 13(b), following Shareholder approval, is 30,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
- **Voting exclusion statement**: A voting exclusion statement applies to this Resolution.
- **Voting prohibition statement**: A voting prohibition statement applies to this Resolution.

4. Directors' recommendation

4.1 The Directors recommend that Shareholders vote in favour of Resolution 8.

5. Chair's Voting Intention

5.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 8.

Resolution 9 – Amendment to Constitution – Employee Incentive Plan

1. Background

1.1 The Board of the Company has resolved to adopt a new Employee Incentive Plan to attract, motivate and retain key employees, officers and contractors of the Company and its subsidiaries, and to align the interests of participants with those of Shareholders. The terms of the Plan are summarised in Annexure A.

1.2 The Board intends to seek shareholder approval to adopt the Plan at this meeting pursuant to Resolution 8. Separately, Shareholders are also asked to approve the issue of securities to certain directors and senior executives under the Plan pursuant to other resolutions in this Notice.

1.3 The Board intends to establish a pool of up to 10% of shares on issue from time to time which the Board considers appropriate for a company at Janus's stage of development, to enable the Company to attract and retain high-calibre talent and to meaningfully align participants' interests with long-term shareholder value creation.

1.4 Under section 1100V of the Corporations Act 2001, where a company's employee incentive scheme qualifies under the ASIC Corporations (Employee Incentive Schemes) Instrument 2022/73, the maximum number of securities that may be issued under that scheme in any rolling 3-year period without shareholder approval is limited to 5% of shares on issue unless the company's constitution specifies a higher cap.

1.5 The Janus constitution does not currently specify a higher cap. Accordingly, without a constitutional amendment, the Company would be restricted to a 5% issue cap under section 1100V, which would be insufficient to support the intended 10% pool.

1.6 Resolution 9 seeks to amend the constitution to specify a 10% issue cap for the purposes of section 1100V, giving the Company the headroom required to implement the Plan as intended.

2. Information required by Listing Rule 14.1A

2.1 If Resolution 9 is passed, the Company's constitution will be amended to specify that the maximum number of securities issued or issuable under an eligible employee incentive scheme in any rolling 3-year period without shareholder approval is 10% of the total number of shares on issue at the time of the relevant offer or issue.

2.2 The amendment does not in itself authorise any issue of securities. It simply sets the constitutional cap within which the Plan can operate. All issues of securities under the Plan will still be subject to:

- the rules of the Plan as approved by Shareholders under Resolution 8;
- the requirement to obtain specific shareholder approval for any issue to a director or related party under ASX Listing Rule 10.14; and
- all other applicable requirements of the Corporations Act 2001 and the ASX Listing Rules.

2.3 If Resolution 9 is not passed, the Company will be limited to a 5% issue cap under section 1100V of the Corporations Act, and the pool will need to be restricted accordingly. This would significantly reduce the Company's ability to attract and retain key personnel through equity incentives.

2.4 A special resolution requires approval by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

3. Directors' recommendation

3.1 The Directors recommend that Shareholders vote in favour of Resolution 9.

4. Chair's Voting Intention

4.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 9.

Resolution 10 – Approval of Grant of Performance Rights to Chief Executive Officer under ASX Listing Rule 10.14

1. Background

1.1 Mr Ben Hutt was appointed to the position of Chief Executive Officer pursuant to an employment agreement dated 8 January 2026 (**Employment Agreement**).

1.2 The Employment Agreement provides for a Sign-On Equity Bonus whereby, subject to shareholder approval at a general meeting of the Company, Mr Hutt will be granted Performance Rights over Shares with a total value of A$50,000, for nil cash consideration.

1.3 The number of Performance Rights to be granted is calculated by dividing A$50,000 by the VWAP of the Company's ordinary shares over the 10 trading days immediately preceding 12 January 2026, rounded down to the nearest whole number. Based on this calculation, the number of Performance Rights to be granted to Mr Hutt is 854,701 (**Sign-On Performance Rights**). Each Sign-On Performance Right, upon vesting, entitles Mr Hutt to one fully paid ordinary share in the Company.

1.4 Any Shares issued upon the vesting of the Sign-On Performance Rights will vest six months after the commencement date of the employment agreement. These Shares will be subject to a 12-month holding period commencing on 12 January 2026, during which they may not be sold, transferred, or otherwise dealt with.

1.5 As Mr Hutt is a Director of the Company, he falls within the category of persons referred to in Listing Rule 10.14.1 for the purposes of this Resolution.

1.6 If shareholder approval is not received, the Employment Agreement provides that the sign-on bonus will be immediately paid by the Company in cash, together with the value accrued between the issue price and the current share price.

2. Chapter 2E of the Corporations Act

2.1 Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

2.2 Mr Hutt is a related party of the Company by virtue of being a Director of the Company. Accordingly, the proposed issue of the Sign-On Performance Rights constitutes the giving of a financial benefit to a related party of the Company.

2.3 Based on benchmarking and incentive structure review work undertaken internally by the Company, the Board (other than Mr Hutt who has a personal interest in the outcome of the Resolution), considers that the grant of the Sign-On Performance Rights falls within the exception under section 211 of the Corporations Act (reasonable remuneration). Accordingly, the Board (other than Mr Hutt), considers that Shareholder approval under section 208 of the Corporations Act is not required.

3. Specific disclosure under Listing Rule 10.14

3.1 Janus Electric Holdings Limited is proposing to grant Performance Rights to Mr Ben Hutt as a sign-on equity incentive under his Employment Agreement (the **Grant**).

3.2 ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme:

- A director of the Company; or
- An associate of a Director of the Company; or
- a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

3.3 The Grant falls within Listing Rule 10.14.1 as Mr Hutt is a Director of the Company. Resolution 10 seeks the required Shareholder approval to the Grant under and for the purposes of Listing Rule 10.14.

3.4 Approval pursuant to Listing Rule 7.1 is not required for the issue of the Sign-On Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Sign-On Performance Rights to Mr Hutt (or his nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

3.5 If Resolution 10 is passed, the Company will be able to proceed with the Grant of the Sign-On Performance Rights to Mr Hutt in accordance with the terms of his Employment Agreement.

3.6 If Resolution 10 is not passed, the Company will not be able to proceed with the Grant of the Sign-On Performance Rights and, pursuant to the terms of the Employment Agreement, the sign-on bonus will instead be paid by the Company in cash, together with the value accrued between the issue price and the current share price.

4. Information requirements for ASX Listing Rule 10.15

Details of the issue, as required by ASX Listing Rule 10.15 are as follows:

- **Related party**: Mr Ben Hutt, Chief Executive Officer, of the Company.
- **Nature of the related party's interest**: Mr Hutt is a Director of the Company and will be the recipient of the Sign-On Performance Rights. He falls within the category referred to in Listing Rule 10.14.1.
- **Number of securities to be** granted: 854,701 Sign-On Performance Rights (being A$50,000 divided by the 10-day VWAP of the Company's shares for the 10 trading days immediately preceding 12 January 2026, rounded down to the nearest whole number). The 10-day VWAP for the relevant period was $0.0585 per share. Each Sign-On Performance Right, upon vesting, entitles Mr Hutt to one fully paid ordinary share in the Company.
- **Price of issue**: Nil cash consideration. The Sign-On Performance Rights are issued as non-cash remuneration pursuant to the Employment Agreement.
- **Terms of the securities**: Each Sign-On Performance Right is a right to receive one fully paid ordinary share in the Company upon satisfaction of the applicable vesting conditions, for no cash consideration. The Sign-On Performance Rights vest upon Mr Hutt's continued employment with the Company for a period of 6 months from 12 January 2026 (being Mr Hutt's start date). Upon vesting, each Sign-On Performance Right will automatically convert into one fully paid ordinary share in the Company, which will rank equally in all respects with the Company's existing fully paid ordinary shares. The Company will apply for official quotation of those shares on ASX. The Sign-On Performance Rights will be issued under the Employee Incentive Plan, a summary which is set out in Annexure A.
- **Intended use**: The Sign-On Performance Rights form part of Mr Hutt's remuneration package as Chief Executive Officer in accordance with the terms of his Employment Agreement. The Company considers that performance rights are an appropriate form of award in this situation as Mr Hutt’s cash remuneration is set below market levels and the Company has limited capacity to pay full market remuneration in cash; accordingly, the equity component provides appropriate compensation while aligning his interests directly with those of shareholders.
- **Valuation:** The Company has valued the Sign-On Performance Rights at ($0.0585 per share), based on the 10-day VWAP of the Company’s shares immediately prior to Mr Hutt’s commencement. The Board considers this approach appropriate as it reflects the prevailing market value at the time he joined and provides a fair and transparent basis for valuation, while enabling Mr Hutt to participate in the value creation delivered from the point of his appointment.
- **Timing of Issue**: It is intended that the FY26 STI Performance Rights will be issued as soon as practicable after EGM approval, and within 3 years of the Performance Rights being approved by Shareholders.
- **Vesting and leaver provisions**: The Sign-On Performance Rights will vest six months after 12 January 2026 (being Mr Hutt's start date). Upon vesting, each Sign-On Performance Right will convert into one fully paid ordinary share in the Company. These Shares will be subject to a trading restriction until 12 January 2027 (being 12 months after Mr Hutt's start date), during which they may not be sold, transferred or otherwise dealt with.
- **Previously issued securities:** No securities have previously been issued to Mr Hutt under the Employee Incentive Plan.
- **Summary of Employment Agreement terms**: Mr Hutt's base annual salary is $325,000 per annum exclusive of superannuation. He is also eligible for a Short-Term Incentive, linked to annual budget and strategic priorities, with the first applicable performance year being Financial Year 2027.
- **Voting exclusion**: A voting exclusion in respect of Resolution 10 is set out in the Notice of Meeting.

- **Annual report disclosure and future participants:** Details of any securities issued under the Employee Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- **Additional Persons:** Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

5. Directors' recommendation

5.1 The Directors (other than Mr Ben Hutt) recommend that Shareholders vote in favour of Resolution 10.

6. Chair's Voting Intention

6.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 10.

Resolution 11 – Approval of FY26 STI Performance Rights to Chief Executive Officer under ASX Listing Rule 10.14

1. Background

1.1 Mr Ben Hutt was appointed to the position of Chief Executive Officer pursuant to an employment agreement dated 8 January 2026 (**Employment Agreement**).

1.2 The Employment Agreement provides for the opportunity to take part in FY26 STI Performance Rights whereby, subject to shareholder approval at a general meeting of the Company, Mr Hutt will be granted FY26 STI Performance Rights over Shares with a total value of A$162,500, for nil cash consideration.

1.3 The number of FY26 STI Performance Rights to be granted is calculated by dividing A$162,500 by the VWAP of the Company's ordinary shares over the 10 trading days immediately preceding 12 January 2026, rounded down to the nearest whole number. Based on this calculation, the number of Performance Rights to be granted to Mr Hutt is 2,777,778 (**FY26 STI Performance Rights**). Each FY26 STI Performance Right, subject to satisfaction of the applicable vesting conditions, entitles Mr Hutt to one fully paid ordinary share in the Company.

1.4 As Mr Hutt is a Director of the Company, he falls within the category of persons referred to in Listing Rule 10.14.1 for the purposes of this Resolution.

1.5 If shareholder approval is not obtained, the Company will not be able to proceed with the Grant of the FY26 STI Performance Rights and, pursuant to the terms of the Employment Agreement, the Company will consider alternative arrangements.

2. Chapter 2E of the Corporations Act

2.1 Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections

217 to 227 of the Corporations Act; and

- give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

2.2 Mr Hutt is a related party of the Company by virtue of being a Director of the Company. Accordingly, the proposed issue of the FY26 STI Performance Rights constitutes the giving of a financial benefit to a related party of the Company.

2.3 Based on benchmarking and incentive structure review work undertaken internally by the Company, the Board (other than Mr Hutt who has a personal interest in the outcome of the Resolution), considers that the grant of the FY26 STI Performance Rights falls within the exception under section 211 of the Corporations Act (reasonable remuneration). Accordingly, the Board (other than Mr Hutt), considers that Shareholder approval under section 208 of the Corporations Act is not required.

3. Specific disclosure under Listing Rule 10.14

3.1 Janus Electric Holdings Limited is proposing to grant Performance Rights to Mr Ben Hutt as part of his incentive and bonus arrangements under his Employment Agreement (the **Grant**).

3.2 ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme:

- A director of the Company; or
- An associate of a Director of the Company; or
- a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

3.3 The Grant falls within Listing Rule 10.14.1 as Mr Hutt is a Director of the Company. Resolution 11 seeks the required Shareholder approval to the Grant under and for the purposes of Listing Rule 10.14.

3.4 Approval pursuant to Listing Rule 7.1 is not required for the issue of the FY26 STI Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the FY26 STI Performance Rights to Mr Hutt (or his nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

3.5 If Resolution 11 is passed, the Company will be able to proceed with the Grant of the FY26 STI Performance Rights to Mr Hutt in accordance with the terms of his Employment Agreement.

3.6 If Resolution 11 is not passed, the Company will not be able to proceed with the Grant of the FY26 STI Performance Rights and, pursuant to the terms of the Employment Agreement, the Company will consider alternative arrangements.

4. Information requirements for ASX Listing Rule 10.15

Details of the issue, as required by ASX Listing Rule 10.15 are as follows and further details are provided in Annexure B:

- **Nature of the related party's interest**: Mr Hutt will be the recipient of the FY26 STI Performance Rights. He falls within the category referred to in Listing Rule 10.14.1 as he is a Director of the Company.

- **Number of securities to be issued**: 2,777,778 FY26 STI Performance Rights (being A$162,500 divided by the 10-day VWAP of the Company's shares for the 10 trading days immediately preceding 12 January 2026, rounded down to the nearest whole number). The 10-day VWAP for the relevant period was $0.0585 per share. Each FY26 STI Performance Rights, upon vesting, entitles Mr Hutt to one fully paid ordinary share in the Company.
- **Exercise price**: Not applicable.
- **Price of right**: Nil. Issued as non-cash remuneration.
  Previously issued securities: No securities have previously been issued to Mr Hutt under the Employee Incentive Plan (other than securities within this Notice of Meeting, if approved).
- **Timing of Issue**: It is intended that the FY26 STI Performance Rights will be issued as soon as practicable after EGM approval, and within 3 years of the Performance Rights being approved by Shareholders.
- **Vesting conditions:** The FY26 STI Performance Rights will vest by reference to three performance milestones, weighted 40% / 30% / 30%, with a single end-of-period testing date of 30 June 2026. Each tranche vests independently. Achievement of each milestone will be formally determined following the sign-off of the FY26 audited Financial Statements. Any tranche not confirmed as achieved at the testing date will lapse. Full terms are included in Annexure B.
- **Leaver provisions:** In the event Mr Hutt ceases employment as a good leaver (as defined in the Employee Incentive Plan), any unvested FY26 STI Performance Rights will remain on foot for a period of 12 months following the date of cessation, after which they will lapse if the relevant milestone has not been achieved. In the event Mr Hutt ceases employment as a bad leaver (as defined in the Employee Incentive Plan), all unvested FY26 STI Performance Rights will lapse immediately upon cessation.
- **Valuation:** A valuation of the FY26 STI Performance Rights is set out in Annexure B.
- **Voting exclusion**: A voting exclusion in respect of Resolution 11 is set out in the Notice of Meeting.
- **Annual report disclosure and future participants:** Details of any securities issued under the Employee Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

5. Directors' recommendation

5.1 The Directors (other than Mr Ben Hutt) recommend that Shareholders vote in favour of Resolution 11.

6. Chair's Voting Intention

6.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 11.

Resolution 12 – Approval of Grant of Options to Chief Executive Officer under ASX Listing Rule 10.14

1. Background

1.1 The Board of the Company has resolved, subject to Shareholder approval, to grant 5,278,116 Tranche B Options (**Tranche B Options**) under the Company's Employee Incentive Plan, subject to Resolution 8, to Mr Ben Hutt, Chief Executive Officer of the Company (or his nominee).

1.2 Each Tranche B Option is a right to subscribe for one fully paid ordinary Share in the Company at the exercise price specified below, subject to satisfaction of the applicable vesting conditions.

1.3 The grant of Tranche B Options forms part of Mr Hutt's long-term incentive remuneration as Chief Executive Officer, pursuant to his Employment Agreement dated 8 January 2026. The Board considers the grant of Tranche B Options to be consistent with the Company's remuneration framework and its objective of aligning the long-term interests of the Chief Executive Officer with those of Shareholders.

2. Chapter 2E of the Corporations Act

2.1 A summary of Chapter 2E of the Corporations Act is set out in Resolution 10 above.

2.2 Mr Hutt is a related party of the Company by virtue of being a Director of the Company. Accordingly, the proposed issue of the Tranche B Options constitutes the giving of a financial benefit to a related party of the Company.

2.3 Based on benchmarking and incentive structure review work undertaken internally by the Company, the Board (other than Mr Hutt who has a personal interest in the outcome of the Resolutions), considers that the grant of the Tranche B Options falls within the exception under section 211 of the Corporations Act (reasonable remuneration). Accordingly, the Board (other than Mr Hutt who has a personal interest in the outcome of the Resolutions), considers that Shareholder approval under section 208 of the Corporations Act is not required.

3. Listing Rule 10.14

3.1 A summary of Listing Rule 10.14 is set out in Resolution 10 above.

3.2 Accordingly, the Company is seeking Shareholder approval for the issue of the Tranche B Options.

3.3 Approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche B Options as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Tranche B Options to Mr Hutt (or his nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

3.4 If Resolution 12 is passed, the Company will be able to proceed with the issue of the Tranche B Options respectively to Mr Hutt (or his nominees).

3.5 If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Tranche B Options respectively to Mr Hutt (or his nominees) and the Company will need to consider alternate arrangements, which may include cash payments made in accordance with the Company's ordinary remuneration process.

4. Information requirements for ASX Listing Rule 10.15

4.1 Details of the issue, as required by ASX Listing Rule 10.15 are as follows and further details are provided in Annexure C:

- **Related party**: Mr Ben Hutt, Chief Executive Officer, of the Company.
- **Nature of the related party's interest**: Mr Hutt will be the recipient of the Tranche B Options. He falls within the category referred to in Listing Rule 10.14.1 as he is a Director of the Company.
- **Number of securities to be issued**: 5,278,116 Tranche B Options.
- **Exercise price**: $0.18 per Option, being a 15%-20% premium to the volume weighted average market price (VWAP) of the Company's Shares over the 30 trading days immediately preceding Board approval of the Plan on 20 April 2026. The Board considers this exercise price to be consistent with market practice for small ASX-listed companies and demonstrates that the Options are not being issued at a discount. **Price of option**: Nil. Issued as non-cash remuneration.

  Previously issued securities: No securities have previously been issued to Mr Hutt under the Employee Incentive Plan (other than the Sign-On Performance Rights and FY26 STI Performance Rights, the subject of Resolution 10 and 11, if approved).
- **Vesting conditions:** The Tranche B Options are milestone-based and vest in three equal tranches immediately upon achievement of the following 20-day VWAP milestones, with all milestones required to be achieved within 5 years of the grant date. Full terms are included in Annexure C:
  - Milestone 1 (30% vest): 20-day VWAP equals or exceeds $0.25 per Share (+~67% from 30 day VWAP immediately preceding Board approval of the plan);
  - Milestone 2 (30% vest): 20-day VWAP equals or exceeds $0.40 per Share (+~167% from 30 day VWAP immediately preceding Board approval of the plan); and
  - Milestone 3 (40% vest): 20-day VWAP equals or exceeds $0.60 per Share (+~300% from 30 day VWAP immediately preceding Board approval of the plan).
- **Expiry:** 5 years from the grant date. Any Tranche B Options that remain unvested at expiry will lapse.
- **Leaver provisions:** In the event Mr Hutt ceases employment as a good leaver (as defined in the Employee Incentive Plan), any unvested Tranche B Options will remain on foot for a period of 12 months following the date of cessation, after which they will lapse if the relevant milestone has not been achieved. In the event Mr Hutt ceases employment as a bad leaver (as defined in the Employee Incentive Plan), all unvested Tranche B Options will lapse immediately upon cessation.
- **Valuation:** The valuation of the Tranche B Options are set out in Annexure C, along with a summary below:
  - Milestone 1: $0.087
  - Milestone 2: $0.084
  - Milestone 3: $0.077
- **Rationale for price milestones:** The $0.25 milestone represents an initial re-rating of the Company (+67% from 30 day VWAP immediately preceding Board approval of the plan);

the $0.40 milestone represents a +167% increase from the 30 day VWAP immediately preceding Board approval of the plan; and the $0.60 milestone represents +300% increase from 30 day VWAP immediately preceding Board approval of the plan.

- **Voting exclusion**: A voting exclusion in respect of Resolution 12 is set out in the Notice of Meeting.
- **Annual report disclosure and future participants:** Details of any securities issued under the Employee Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

5. Directors' recommendation

5.1 The Board (other than Mr Hutt who has a personal interest in the outcome of the Resolution) have considered the ASX Corporate Governance Council's "Principles of Good Corporate Governance and Best Practice Recommendations" (Recommendations) and believe that the grant of the Tranche B Options is in line with Recommendation 8.2 of the Recommendations.

5.2 The Directors (other than Mr Hutt who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 12.

6. Chair's Voting Intention

6.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 12.

Resolutions 13 to 15 Approval of Performance Rights to Directors under ASX Listing Rule 10.14

1. Background

1.1 The Board of the Company has resolved, subject to Shareholder approval, to grant a total of 3,444,444 Tranche A Performance Rights (**Tranche A Performance Rights**) under the Company's Employee Incentive Plan, subject to Resolution 8, to the following Directors (or their nominees):

- Ben Hutt — 1,444,444 Tranche A Performance Rights — Resolution 13;
- Tony Fay — 1,000,000 Tranche A Performance Rights— Resolution 14; and
- Peter Koller — 1,000,000 Tranche A Performance Rights — Resolution 15,

1.2 With the aggregate number of Tranche A Performance Rights to be granted across all three Directors being 3,444,444.

1.3 Each Tranche A Performance Right is a right to receive one fully paid ordinary share in the Company upon satisfaction of the applicable vesting conditions, for no cash consideration upon exercise.

1.4 The grant of Tranche A Performance Rights forms part of the Company's strategy to attract, retain and incentivise high-calibre directors, and to align the long-term interests of the Directors with those of Shareholders. The Board considers equity-based remuneration to be an important component of director remuneration at Janus's current stage of development, reducing the cash cost of remuneration and ensuring that Directors are incentivised to create long-term shareholder value.

1.5 As each of Mr Hutt, Mr Fay and Mr Koller is a director of the Company, each is a "related party" for the purposes of ASX Listing Rule 10.11. Listing Rule 10.14 requires that any issue of securities to a related party under an employee incentive scheme be approved by Shareholders before the issue is made. Resolutions 13 to 15 seek that approval.

2. Section 195 of the Corporations Act

2.1 Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on a matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting, and the general meeting may deal with the matter.

2.2 All of the Company's Directors have a personal interest in the outcome of the Resolutions 13 to 15 (as applicable) and the Company's Directors have exercised their right under section 195(4) of the Corporations Act to put the issue of the Performance Rights (as reflected in Resolutions 13 to 15) to Shareholders to approve.

3. Chapter 2E of the Corporations Act

3.1 A summary of Chapter 2E of the Corporations Act is set out in Resolution 10 above.

3.2 The issue of the Tranche A Performance Rights to the recipients constitutes the giving a financial benefit and each of the recipients is a related party of the Company by virtue of being a Director.

3.3 Based on benchmarking and incentive structure review work undertaken internally by the Company, the Board (other than Mr Hutt in relation to Resolution 13, Mr Fay in relation to Resolution 14 and Mr Koller in relation to Resolution 15, each of whom have a personal interest in the outcome of their respective Resolutions), considers that the grant of the Tranche A Performance Rights falls within the exception under section 211 of the Corporations Act (reasonable remuneration) and accordingly Shareholder approval under section 208 of the Corporations Act is not required.

4. Information required under Chapter 2E of the Corporations Act

4.1 Despite the belief that the grant of the Performance Rights under Resolution 13 to 15 falls within the exception under section 211 of the Corporations Act, the Company has provided the disclosure requirements in section 219 of the Corporations Act for the benefit of its Shareholders.

(a) **Identity of the related parties to whom Resolution 13 to 15 (inclusive) permit financial benefits to be given**

Refer to Section 6 below.

(b) **Nature of the financial benefit**

Resolutions 13 to 15 (inclusive) seek Shareholder approval to allow the Company to issue the Performance Rights to Mr Hutt, Mr Fay and Mr Koller (or their respective nominee/s) in the amounts specified in Section 6 below.

The Performance Rights are to be issued in accordance with the Plan and otherwise on the terms and conditions as detailed in Annexure D.

The Shares to be issued upon conversion of the Director Performance Rights will be fully paid ordinary Shares on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Board recommendations**

See section 7.2 below.

(d) **Valuation of financial benefit**

Refer to Section 6 below.

(e) **Remuneration of the Directors**

Refer to section 6 below.

(f) **Existing relevant interest of the Directors**

At the date of this Notice, the Directors hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Performance Rights
Ben Hutt	Nil	Nil
Tony Fay	3,407,344	Nil
Peter Koller	6,368,629	Nil

Assuming that Resolution 8 to 15 (inclusive) are approved by Shareholders, all of the Director Performance Rights are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised (including any existing Options and Performance Rights held by the Directors as at the date of this Notice), the interests of Mr Hutt, Mr Fay and Mr Koller in the Company would (based on the share capital as at the date of this Notice) represent approximately 3.5%, 3.0% and 5.1% of the Company's issued share capital, respectively.

(g) **Dilution**

The issue of the Director Performance Rights will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Performance Rights vest and are exercised. The potential dilution if all Performance Rights vest and are exercised into Shares is 4.89%. This figure assumes the current Share capital structure as at the date of this Notice and that no Shares are issued other than the Shares issued on exercise of the Performance Rights.

The exercise of all of the Director Performance Rights will result in a total dilution of all other Shareholders' holdings of 4.02% on a fully diluted basis (assuming that all other Options and Performance Rights are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: $0.29 per Share on most recently on 23 May 2025

Lowest: $0.06 per Share on most recently on 2 January 2026

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was $0.19 per Share on 21 May 2026.

(i) **Corporate governance**

Refer to section 7.1 below.

(j) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Performance Rights (including fringe benefits tax).

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 13 to 15 (inclusive).

5. Information requirements for ASX Listing Rule 10.14

5.1 A summary of Listing Rule 10.14 is set out in Resolution 10 above.

5.2 The recipients each fall into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company. Accordingly, the Company is seeking Shareholder approval for the issue of the Tranche A Performance Rights to the respective recipients. Resolutions 13 to 15 are independent of each other.

5.3 Approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche A Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, any issue of Tranche A Performance Rights to the recipients will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

5.4 If Resolution 13 is passed, the Company will be able to proceed with the issue of the Tranche A Performance Rights to Mr Hutt (or his nominees).

5.5 If Resolution 13 is not passed, the Company will not be able to proceed with the issue of the Tranche A Performance Rights to Mr Hutt (or his nominees) and the Company will need to consider alternate arrangements, which may include a cash payment made in accordance with the Company’s ordinary remuneration process.

5.6 If Resolution 14 is passed, the Company will be able to proceed with the issue of the Tranche A Performance Rights to Mr Fay (or his nominees).

5.7 If Resolution 14 is not passed, the Company will not be able to proceed with the issue of the Tranche A Performance Rights to Mr Fay (or his nominees) and the Company will need to consider alternate arrangements, which may include a cash payment made in accordance with the Company's ordinary remuneration process.

5.8 If Resolution 15 is passed, the Company will be able to proceed with the issue of the Tranche A Performance Rights to Mr Koller (or his nominees).

5.9 If Resolution 15 is not passed, the Company will not be able to proceed with the issue of the Tranche A Performance Rights to Mr Koller (or his nominees) and the Company will need to consider alternate arrangements, which may include a cash payment made in accordance with the Company's ordinary remuneration process.

5.10 Resolutions 13, 14 and 15 are not inter-conditional and Shareholders may approve one or more of these Resolutions (in which case, the Performance Rights the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

6. **Information requirements for ASX Listing Rule 10.15**

6.1 Details of the issue, as required by ASX Listing Rule 10.15 are as follows and further details are provided in Annexure D:

- **Related party**: Mr Ben Hutt, Chief Executive Officer, of the Company. Mr Tony Fay, Non-Executive Director and Chair of the Board. Mr Peter Koller, Non-Executive Director (or their respective nominees).
- **Nature of the related party's interest**: Mr Hutt, Mr Fay and Mr Koller are directors of the Company and each fall within the category referred to in Listing Rule 10.14.1 as each is a Director of the Company.
- The current total remuneration package for the Directors is set out in the table below:

Director	**Salary, fees and leave**	**Superannuation**	**Equity-based remuneration**	**Total**
Ben Hutt	$325,000	$30,000	$216,667	$571,667
Tony Fay	$80,000	$9,600	$150,000	$239,600
Peter Koller	$60,000	$0	$150,000	$210,000

- **Number of securities to be granted**: 3,444,444 Tranche A Performance Rights in aggregate, allocated as follows:
    - o Ben Hutt — 1,444,444 Tranche A Performance Rights — Resolution 13;
    - o Tony Fay — 1,000,000 Tranche A Performance Rights— Resolution 14; and
    - o Peter Koller — 1,000,000 Tranche A Performance Rights — Resolution 15,
- **Price of grant**: Nil. Issued as non-cash remuneration.
- **Previously issued securities:** No securities have previously been issued to Mr Hutt, Mr Fay or Mr Koller under the Employee Incentive Plan (other than any securities the subject of Resolutions in this Notice, if approved).
- **Vesting conditions:** The Tranche A Performance Rights are subject to time-based vesting

conditions requiring continued employment or engagement with the Company at each vesting date. The Tranche A Performance Rights vest in three tranches as follows, and full terms are included in Annexure D:

- 33% of the Tranche A Performance Rights vest on the first anniversary of the grant date;
- 33% of the Tranche A Performance Rights vest on the second anniversary of the grant date; and
- 34% of the Tranche A Performance Rights vest on the third anniversary of the grant date.

- **Exercise and expiry:** The Tranche A Performance Rights have been offered at no cost. Shares will be issued automatically upon vesting without the requirement for any exercise action or payment by the holder. Any Tranche A Performance Rights that have not vested will expire 5 years from the grant date.
- **Leaver provisions:** In the event a recipient ceases employment or engagement as a good leaver (including resignation with 6 months' notice, death, disability or redundancy), any unvested Tranche A Performance Rights will vest on a pro-rata basis. In the event a recipient ceases employment or engagement as a bad leaver (including termination for cause or material breach), all unvested Tranche A Performance Rights will lapse immediately upon cessation.
- **Change of control:** The Board retains discretion to accelerate the vesting of some or all of the unvested Tranche A Performance Rights upon the occurrence of a change of control event, in accordance with the terms of the Plan.
- The Board considers that the Performance Rights to be issued (as contemplated in Resolutions 13 to 15 (inclusive), rather than Shares or cash are an appropriate form of incentive because:
  - The Performance Rights seek to align the interests of the Directors with those of Shareholders with the aim of increasing shareholder value;
  - The Director Performance Rights seek to provide the Directors with incentives to focus on performance with the aim of creating shareholder value;
  - The Director Performance Rights are a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;
  - It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Director Performance Rights upon the terms proposed.
- **Valuation:** A valuation of the Director Performance Rights is set out in Annexure D and summarised below:

Director	**Director Performance Rights**	**Value ($)**
Ben Hutt	1,444,444	216,667
Tony Fay	1,000,000	150,000
Peter Koller	1,000,000	150,000
Total	**3,444,444**	**516,667**

- A summary of the material terms of the Plan is in Annexure A.
- No loan will be provided in relation to the issue of the Performance Rights to Directors (as per Resolutions 13 to 15 (inclusive)).
- **Voting exclusion**: A voting exclusion in respect of Resolutions 13 to 15 is set out in the Notice of Meeting.

- **Annual report disclosure and future participants:** Details of any securities issued under the Employee Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- **Additional persons:** Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the relevant Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

7. Directors' recommendation

7.1 The Directors (other than Mr Hutt with respect to Resolution 13, Mr Fay with respect to Resolution 14 and Mr Koller with respect to Resolution 15) has considered the corporate governance issues relevant to executive compensation arrangements, including the ASX Corporate Governance Council's "Principles of Good Corporate Governance and Best Practice Recommendations" and has formed the view that the issue of the Tranche A Performance Rights to the recipients on the terms and conditions set out in this Explanatory Memorandum are reasonable, that the value and quantum of the Tranche A Performance Rights are not excessive nor unusual for a company of the Company's size in light of recent market practice of compensation for officers in similar positions and the relevant Directors' importance to the ongoing business operations of the Company.

7.2 The Directors (other than Mr Hutt with respect to Resolution 13, Mr Fay with respect to Resolution 14 and Mr Koller with respect to Resolution 15) recommends that Shareholders vote in favour of Resolutions 13, 14 and 15 for the reasons set out above.

8. Chair's Voting Intention

8.1 The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 13 to 15.

Glossary

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

ASIC means Australian Securities and Investments 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.

Chair means the person Chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of 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 dealings with the Company;

(e) a company the member controls; or

(f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Janus Electric Holdings Limited ACN 095 006 090.

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.

Equity Securities has the meaning given to that term in ASX Listing Rule 19.12.

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

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.

KMP means key management personnel (including the Directors).

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 28 May 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.

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.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

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 or **MUFG** means MUFG Corporate Markets (AU) Limited.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average sale price, with respects to the price of Shares.

Annexure A – Summary of Employee Incentive Plan Rules

Term	Description
Eligibility	Offers may be made at the Board's discretion to prospective or current employees, Directors and an individual who provides services to, a Group Company, and a relevant primary participant in relation to a current employee or individual who provides services to the Group.
Types of securities	The Company may grant Performance Rights, Options and/or Restricted Awards as incentives, subject to the terms of individual offers. **Options** are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of an applicable exercise price. **Performance Rights** are an entitlement to receive Shares subject to the satisfaction of applicable conditions. **Restricted Shares** are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.
Offers under the Plan Rules	Under the Plan Rules, the Board may make offers at its discretion, subject to any requirements for Shareholder approval. The Board has the discretion to set the terms and conditions on which it will offer incentives in individual offer documents. An offer may be issued without the need for acceptance.
Issue price	Unless the Board determines otherwise and in accordance with the offer documents, no payment is required for a grant of a Right, Option or Restricted Share allocated under the Plan Rules.
Vesting and exercise	Vesting of the incentives is subject to any vesting conditions determined by the Board and specified in the offer document. Subject to the Plan Rules and the terms of the specific offer document, incentives will either lapse or be forfeited if the relevant vesting conditions are not satisfied. Awards may be exercised by the Participant delivering to the Company a notice in the form required by the Company stating the number of Awards to be exercised, together with payment of the aggregate Exercise Price (if any, and subject to a cashless exercise election) in immediately payable funds by electronic transfer or other payment method permitted by the Company. Unless the terms of an Option specify otherwise, a Participant may elect to exercise some or all of their vested Options on a cashless basis instead of paying the Exercise Price. A cashless exercise will result in a reduced number of Shares being issued, calculated by reference to the formula specified in the Plan Rules. Rights may also have an exercise mechanism; however, no exercise price is payable.
Cessation of employment	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. Standard "good leaver" provisions apply, which may result in incentive awards remaining on foot after cessation of employment.

Clawback and preventing inappropriate benefits	The Plan Rules provide the Board with broad claw back powers if, for example, the participant has acted fraudulently or dishonestly, engaged in serious misconduct or is in material breach of any of their duties or obligations to the Company.
Change of control	The Board may in its discretion determine that all or a specified number of a participant's incentives will vest, subject to an exercise period if they are Options, or cease to be subject to restrictions or vesting conditions where there is a change of control event (or expected change of control event) in accordance with the Plan Rules and the offer document.
Rights issues, bonus issues, corporate actions and other capital reconstructions	The Plan Rules include specific provisions dealing with new issues, bonus issues, entitlement offers and other capital reconstructions in accordance with the ASX Listing Rules. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions. Participants are not entitled to participate in new issues of securities by the Company prior to the vesting (and exercise if applicable) of their Options or Performance Rights. In the event of a bonus issue, Options or Performance Rights will be adjusted in the manner allowed by the ASX Listing Rules.
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Group's securities trading policy.
Other terms	The Plan Rules contain customary and usual terms for dealing with administration, variation, suspension, and termination of any incentive plan.

Annexure B – FY26 STI Performance Rights Terms

<table>
<tr><th>Term</th><th colspan="3">Explanation</th></tr>
<tr><td>Instrument</td><td colspan="3">Performance Rights (zero exercise price)</td></tr>
<tr><td>Grant date</td><td colspan="3">As soon as practicable after EGM approval, and within 3 years of the Performance Rights being approved by Shareholders.</td></tr>
<tr><td rowspan="4">Vesting schedule

(performance-based)</td><td>#</td><td>Milestone and measurable conditions</td><td>Weighting</td></tr>
<tr><td>1</td><td>Fresh capital into the business to support solvent trading
• Completion of an equity capital raise on or before 30 June 2026
• Issue price at a discount of less than 15% to the 15-day VWAP
• Fully subscribed
• At least one institutional investor added to the register
This milestone has been achieved.</td><td>40%</td></tr>
<tr><td>2</td><td>Sales and order pipeline
• Centralised global sales and order pipeline system implemented
• Consolidated visibility of opportunities and weighted pipeline value
• Pipeline reported to the Board and 10 orders confirmed</td><td>30%</td></tr>
<tr><td>3</td><td>Conversion kits manufactured, supported by revenue stabilisation and growth
• Supply chain, manufacturing processes and resources in place by 30 June 2026
• Head of Manufacturing and Engineering appointed
• Full review of manufacturing systems and processes completed</td><td>30%</td></tr>
</table>

	• Commencement of conversion kit manufacturing • At least one finished conversion kit produced by 30 June 2026 This milestone has been achieved. **Total weighting** **100%**
Vesting condition	Continued employment/engagement with the Company at each vesting date (time-based only; no financial hurdles)
Exercise / expiry	Shares issued automatically on vesting (no exercise required — zero exercise price). Rights expire 5 years from grant if not vested.
Leaver provisions	Good leaver (resignation with 6 months' notice, death, disability, redundancy): unvested rights vest pro-rata. Bad leaver (termination for cause, breach): unvested rights lapse.
Valuation and methodology	The FY26 STI Performance Rights have been valued at A$0.0585 per Right, being the 10-day VWAP of the Company's ordinary shares for the 10 trading days immediately preceding 12 January 2026 (Mr Hutt's commencement date and the contractual measurement date under his Employment Agreement). The aggregate maximum fair value of Mr Hutt's FY26 STI Performance Rights is A$162,500, equivalent to 50% of his full-year FY26 STI entitlement (as per contract).
Change of control	Board discretion to accelerate vesting on a change of control event

Annexure C – Tranche B Options Details

Term	Explanation
Instrument	Unlisted Options
Exercise price	$0.18 per option
Number of Options	5,278,116
Vesting conditions (milestone-based)	Options vest in three equal tranches immediately upon achievement of the following 20-day VWAP milestones: • **Milestone 1** (30% vest): 20-day VWAP equals or exceeds $0.25 per share; • **Milestone 2** (30% vest): 20-day VWAP equals or exceeds $0.40 per share; and • **Milestone 3** (40% vest): 20-day VWAP equals or exceeds $0.60 per share All milestones must be achieved within 5 years of grant date.
Expiry	5 years from grant date. Unvested options lapse on expiry.
Exercise window	Once vested, options may be exercised at any time up to the expiry date, subject to trading windows and the Employee Incentive Plan.
Valuation and methodology	The Tranche B Options have been valued using the Monte-Carlo valuation methodology to incorporate the share-price (market-based) vesting hurdles attaching to each tranche. **Methodology:** Because each tranche of the Tranche B Options vests only upon achievement of a 20-day VWAP share-price hurdle (a market-based vesting condition under AASB 2), the probability of meeting each hurdle within the option term has been incorporated directly into the per-option fair value via a Monte Carlo simulation.
Change of control	Board discretion to accelerate vesting on a change of control event
Leaver provisions	**Good leaver:** unvested options remain on foot for 12 months post-cessation (then lapse if milestone not met). **Bad leaver:** unvested options lapse immediately.

Annexure D – Tranche A Performance Rights Terms

Term	Explanation
Instrument	Performance Rights (zero exercise price)
Grant date	As soon as practicable after EGM approval, and within 3 years of the Performance Rights being approved by Shareholders.
Vesting schedule **(time-based)**	33% after Year 1, 33% after Year 2, 34% after Year 3 from grant date (graded annual vesting)
Vesting condition	Continued employment/engagement with the Company at each vesting date (time-based only; no financial hurdles)
Exercise / expiry	Shares issued automatically on vesting (no exercise required — zero exercise price). Rights expire 5 years from grant if not vested.
Leaver provisions	Good leaver (resignation with 6 months' notice, death, disability, redundancy): unvested rights vest pro-rata. Bad leaver (termination for cause, breach): unvested rights lapse.
Valuation and methodology	The Director Tranche A Performance Rights have been valued at A$0.15 per Right, being the share price of the Company's ordinary shares immediately preceding the date of Board approval of the Plan. **Methodology:** The Tranche A Performance Rights have been independently valued in accordance with AASB 2 Share-based Payment, using the Black-Scholes valuation methodology. Inputs adopted were, the Company's share price at the valuation date, the term of the Rights, expected share-price volatility, the risk-free rate (based on Australian Government bond yields), and expected dividend yield. As the Rights have no exercise price and a nil expected dividend yield, the model output reduces to the underlying share price at the valuation date. On that basis, the fair value of each Tranche A Performance Right at grant is A$0.15.
Change of control	Board discretion to accelerate vesting on a change of control event

JANUS ELECTRIC
ABN 55 095 006 090

LODGE YOUR VOTE

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

BY MAIL
Janus Electric 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

*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A PROXY FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am (AEST) on Wednesday, 24 June 2026,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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

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

Login to the Investor Centre website using the holding details as shown on the Voting 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.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code

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.

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 they choose. 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 participate in 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:

(a) 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

(b) 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.mufg.com prior to admission in accordance with the Notice of Extraordinary General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

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

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

PROXY FORM

I/We being a member(s) of Janus Electric Holdings Limited and entitled to participate in and vote hereby appoint:

STEP 1

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 Extraordinary General Meeting of the Company to be held at **10:30am (AEST) on Friday, 26 June 2026 at Source Governance, Level 37, 180 George Street, Sydney, NSW, 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

STEP 2

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

	Resolutions	For	Against	Abstain*
1	Ratification of Prior Issue of 1,500,000 Unlisted Options under Listing Rule 7.4			
2	Ratification of Prior Issue of Shares to Spark Plus Pte Ltd under Listing Rule 7.4			
3	Ratification of Prior Issue of 1,000,000 Shares to Kjøller A/S under Listing Rule 7.4			
4	Ratification of Prior Issue of 14,757,437 Shares under Listing Rule 7.4			
5	Ratification of Prior Issue of 11,692,563 Shares under Listing Rule 7.4			
6	Approval to Issue 1,470,588 Shares to enable Directors Participation in the Placement			
7	Approval to Issue 1,000,000 Options to Lead Manager in the Placement			
8	Adoption of Employee Incentive Plan			
9	Amendment to Constitution – Employee Incentive Plan			
10	Approval of Grant of Sign-On Performance Rights to Chief Executive Officer under ASX Listing Rule 10.14			
11	Approval of FY26 STI Performance Rights to Chief Executive Officer under ASX Listing Rule 10.14			
12	Approval of Grant of Options to Chief Executive Officer under ASX Listing Rule 10.14			
13	Approval of Performance Rights to Chief Executive Officer under ASX Listing Rule 10.14			
14	Approval of Performance Rights to a Non-Executive Director (Tony Fay) under ASX Listing Rule 10.14			
15	Approval of Performance Rights to a Non-Executive Director (Peter Koller) under ASX Listing Rule 10.14			

* 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.

STEP 3

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).