

ASX RELEASE

6 May 2026

NOTICE OF ANNUAL GENERAL MEETING AND RELATED DOCUMENTS

Xamble Group Limited (ASX:XGL) ("**Xamble**" or the "**Company**" together with its subsidiaries, the "**Group**"), advises that the following documents (together the "**AGM Documents**") in relation to the Company's Annual General Meeting ("**AGM**"), have today been dispatched to Securityholders in accordance with their communication preference:

- Letter to Securityholders
- Notice of Annual General Meeting
- CDI Voting Instruction Form
- Proxy Form

The AGM will be held as a virtual meeting at 1.00pm (MYT) / 3.00pm (AEST) on Thursday, 28 May 2026. Securityholders wishing to attend the virtual meeting can do so by registering via the following link: https://us06web.zoom.us/webinar/register/WN_0vMlvESQRvGkr9n1aowkuA

Further information on how to vote, attend and the business to be considered at the AGM can be found in the AGM Documents.

This announcement was approved for release by the Xamble Board of Directors.

For further information, please contact:**Mr Adrian Tan**Interim CEO
adrian.tan@xamble.com**Mr Lee Tamplin**Local Australian Agent
lee.tamplin@complycorporate.com.au**About Xamble Group Limited**

Xamble Group Limited is a leading platform of influencer-centric digital marketing solutions in Southeast Asia, spanning seven markets including Malaysia, Singapore, Thailand, Vietnam, Indonesia, the Philippines, and Myanmar. The Company provides its diverse client base of leading brands with results-focused growth strategies backed by end-to-end expertise spanning Influencer Marketing, Social Media Marketing, Performance Marketing and Social Commerce.

Listed on the Australian Securities Exchange (ASX: XGL) and headquartered in Malaysia, Xamble aims to deliver wealth and value to its ecosystem of brands, influencers or 'creators', and consumers.

Dear Securityholder,

Xamble Group Limited - Annual General Meeting - 28 May 2026

Notice is hereby given that an Annual General Meeting of Securityholders of Xamble Group Limited (ARBN 605 927 454) (**Xamble** or the **Company**) will be held at 1:00pm (MYT) / 3:00pm (AEST) on Thursday, 28 May 2026 as a virtual meeting (**Meeting** or **AGM**).

In accordance with section 387A of the Companies Act 1967 - Singapore, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to those Securityholders who have elected to receive the Notice in physical form.

If you are receiving this letter by post, your communication election is to receive documents by post however, you have not elected to receive a physical copy of the Notice. You can access the Notice electronically via the ASX Announcements page on the Company's website:

<https://investors.xamble.com/announcements>.

Xamble reminds Securityholders that you can elect how to receive documents from the Company and encourages all Securityholders to receive communications via email. If you wish to change your communication preference you can do so through the Company's security registry, Automic at:

<https://portal.automic.com.au/investor/home>.

Virtual Meeting

If you wish to attend the AGM (which will be broadcast as a live webinar), please preregister in advance for the virtual meeting here:

https://us06web.zoom.us/webinar/register/WN_0vMlvESQRvGkr9n1aowkuA

After registering, you will receive a confirmation email containing information on how to attend the virtual meeting on the day of the AGM.

Securityholders will be able to ask questions at the virtual AGM however, you can also submit questions in advance by sending them to the Company's Local Agent at lee.tamplin@complycorporate.com.au at least 48 hours before the AGM.

Your Vote is Important

The business of the AGM affects your holdings, and your vote is important.

Only Shareholders are able to vote during the Meeting.

If you are a CDI Holder, you are welcome to attend the virtual AGM (as set out above) but you cannot vote during the Meeting.

CDI Holders wishing to have their vote counted should submit a Voting Instruction via one of the methods set out in the table over the page:

Online	Lodge the Proxy Form/CDI Voting Instruction Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form/CDI Voting Instructions Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Securityholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form or CDI Voting Instruction Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001, Australia
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000, Australia

Your Proxy Form or CDI Voting Instruction Form must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms or CDI Voting Instruction Forms received later than this time will be invalid.**

Yours faithfully



Lee Tamplin
Representative of the Company's Local Agent

For further information, please contact:

Mr Ganesh Bangah

Chairman, Xamble Group Limited

Email: ganesh@xamble.com

About Xamble Group Limited

Xamble Group Limited is a leading platform of influencer-centric digital marketing solutions in South East Asia spanning seven markets including Malaysia, Singapore, Thailand, Vietnam, Indonesia, the Philippines, and Myanmar. The Company provides its diverse client base of leading brands with results-focused growth strategies backed by end-to-end expertise spanning Influencer Marketing, Social Media Marketing, Performance Marketing and Social Commerce.

Listed on the Australian Securities Exchange (ASX:XGL) and headquartered in Malaysia, Xamble aims to deliver wealth and value to its ecosystem of brands, influencers or creators, and consumers.



Xamble Group Limited

ARBN 605 927 464

Notice of Annual General Meeting and Explanatory Statement

Date of Meeting:	Thursday, 28 May 2026
Time of Meeting:	1.00pm MYT 3.00pm AEST
Place of Meeting:	Virtual meeting

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

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

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Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:00PM (MYT) on 28 May 2026 as a virtual meeting (**AGM** or **Meeting**):

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

https://us06web.zoom.us/webinar/register/WN_0vMlvESQRvGkr9n1aowkuA

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders and CDI Holders will have the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business. Shareholders and CDI Holders are also able to submit questions in advance of the Meeting and can do so by submitting your question in writing to the Company's Local Agent at lee.tamplin@complycorporate.com.au. Questions should be submitted no later than 48 hours before the Meeting to ensure they can be answered at the Meeting.

Your vote is important

The business of the AGM affects your holdings, and your vote is important.

Voting during the Meeting

Only Shareholders are able to vote during the Meeting.

If you are a CDI Holder, you are welcome to attend the AGM but you cannot vote during the Meeting.

CDI Holders wishing to have their vote counted should complete the CDI Voting Instruction Form included with this Notice of Meeting or online per the instructions below.

Voting by proxy / voting instruction

To vote by proxy (applicable to Shareholders only) or to lodge your voting instruction (applicable to CDI Holders only), please use one of the following methods:

Online	Lodge the Proxy Form/CDI Voting Instruction Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form/CDI Voting Instructions Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Securityholders will need their holder number (Securityholder
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	Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form or CDI Voting Instruction Form.
By post	Automatic, GPO Box 5193, Sydney NSW 2001, Australia
By hand	Automatic, Level 5, 126 Phillip Street, Sydney NSW 2000, Australia

Your Proxy Form or CDI Voting Instruction Form must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms or CDI Voting Instruction Forms received later than this time will be invalid.

Power of Attorney

If the Proxy Form or CDI Voting Instruction Form is signed under a power of attorney on behalf of a securityholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form or CDI Voting Instruction Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or CDI holder or a corporate proxy will be attending the Meeting, the representative should provide adequate evidence of their appointment, to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Xamble Group Limited (ARBN 605 927 454) will be held at 1:00pm (MYT) on Thursday 28 May 2026, as a virtual meeting. **(Meeting or AGM).**

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement, Proxy Form and CDI Voting Instruction Form form part of this Notice of Meeting.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2025 together with the Statement by Directors and the report of the Auditor thereon."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Securityholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Resolution 1 – Re-election of Georg Johann Chmiel as Director

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

"That, Georg Johann Chmiel a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election, be re-elected as a Director of the Company effective immediately."

Resolution 2 – Approval of Appointment of Auditor

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

"That, pursuant to, and in accordance with, Section 205(2) of the Companies Act and for all other purposes, Auditor CLA Global TS Public Accounting Corporation, having consented to act as the Company's auditor, be appointed as the Company's Auditor in place of RSM SG Assurance LLP who have not sought re-appointment, and such appointment shall take effect from the date of the Meeting to hold office until the conclusion of the next Annual General Meeting of the Company, and the Directors be authorised to agree the remuneration with said Auditor as deemed appropriate."

Resolution 3 – Approval of Directors Emoluments

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

"That, pursuant to, and in accordance with, Section 169 of the Companies Act and for all other purposes, payment of the Directors' fees of up to \$200,000 per annum in aggregate, be approved for the financial year ending 31 December 2026 on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Resolution 4 – Approval of Authority to Issue Shares and Instruments

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

“That, pursuant to, and in accordance with, Section 161 of the Companies Act and with regard to the Listing Rules and regulations of the ASX, the Directors be authorised to:

- (a) issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) make or grant offers, agreements, or options (collectively, Instruments) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) CDIs, options, warrants, debentures, other instruments convertible or exchangeable into Shares;*
- (c) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution is in force; and*
- (d) issue any of the above mentioned securities upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit,*

provided that:

- (e) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver);*
- (f) in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver) and the Constitution; and*
- (g) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”*

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Securityholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: As at the date of this Notice of Meeting, the Company has not committed to issue securities under Listing Rule 7.1A and therefore no existing Securityholders will be excluded from voting on this Resolution.

However, should the Company commit to issuing securities under Listing Rule 7.1A prior to the date of the Meeting, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Adoption of Employee Securities 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, the Securityholders of the Company approve the adoption of the Incentive Plan and the issue of up to 20,000,000 securities under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) a person who is eligible to participate in the Company's Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Placement Related Resolutions

Resolution 7 – Ratification of Prior Issue of / Agreement to Issue Placement CDIs Issued Under Listing Rule 7.1A.

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Securityholders ratify the prior issue of 45,201,895 Placement CDIs to the participants of the Tranche 1 Placement and otherwise

on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 8 – Ratification of Prior Issue of / Agreement to Issue Placement CDIs and Placement Options Issued Under Listing Rule 7.1.

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Securityholders ratify the prior issue of 6,300,474 Placement CDIs and 51,502,369 Placement Options to the participants of the Tranche 1 Placement and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement in relation to Resolutions 7 and 8: The Company will disregard any votes cast in favour of Resolution 7 and Resolution 8 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 and Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 – Approval of Issue of Placement CDIs and Placement Options to Ganesh Kumar Bangah, a Director of the Company.

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, the Securityholders of the Company approve the issue and allotment of 9,090,000 Tranche 2 Placement CDIs and 9,090,000 Tranche 2 Placement Options to Ganesh Kumar Bangah (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who is to receive the Tranche 2 Placement CDIs and Tranche 2 Placement Options and any other person who will obtain a material benefit as a result of the issue of the Tranche 2 Placement CDIs and Tranche 2 Placement Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10 – Approval of Issue of Lead Manager Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Securityholders of the Company approve the issue and allotment of 6,000,000 Lead Manager Options to Eli Capital, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) a person who is to receive the Lead Manager Options and any other person who will obtain a material benefit as a result of the issue of the Lead Manager Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Lee Tamplin
Representative of Local Agent

6 May 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Securityholders in connection with the business to be conducted at the Annual General Meeting to be held at 1:00PM (MYT) on 28 May 2026 as a virtual meeting.

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 AGM are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Companies Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2025 together with the Statement of the Directors and the report of the Auditor.

Shareholders may view the Company's Annual Financial Report on its website at <https://www.xamble.com/>.

No resolution is required for this item, but Securityholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Auditor at LimPeiLien@rsmsingapore.sg. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 21 May 2026.

Resolutions

Resolution 1 – Re-election of Georg Johann Chmiel as Director

Article 84 of the Company's Constitution provides that, at the Company's annual general meeting, one third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office. Article 88 of the Company's Constitution provides that the Directors to retire at the annual general meeting shall be those who have been longest in office since their last election. Article 89 of the Company's Constitution provides that a retiring Director shall be eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must have an election of directors at each annual general meeting.

Georg Johann Chmiel was last re-elected as a Non-Executive Director of the Company on 30 May 2024 and has not been re-elected since. Therefore, as the Director longest in office since their last re-election and in accordance with the Company's Constitution, Georg retires by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Georg is Non-Executive Chair of Centrepont Alliance (ASX:CAF) and Spacetalk Ltd (ASX:SPA) and Non-Executive Director of Kinatico (ASX:KYP).

Georg was previously Executive Chair of iCarAsia (ASX:ICQ), the number 1 online automotive marketplace for SE Asia until its acquisition by CARSOME. He was also Managing Director & CEO of the iProperty Group (ASX:IPP) until its sale to REA Group in the biggest online takeover in SE Asia at that point in time. He was Non-Executive Director of Mitula Group (ASX:MUA) and Proptech Group (ASX:PTG) until the respective sales to Japanese Lifull Group (TSE:2120) and MRI Software.

Georg was also Managing Director & CEO of LJ Hooker Group with 700 real estate offices across ten countries. Georg also held the position of Group CFO & Acting CEO at REA Group (ASX:REA), a Australian based decacorn. Georg also worked for KPMG, Deutsche Bank and McKinsey&Company. Georg is the recipient of the 2024 Outstanding Corporate Excellence & Sustainability Leadership Award, 2023 Master Entrepreneur Award (APEA), 2023 Unicorn Award - Scaleup Tech Icon (PIKOM), 2023 largest protech Company award (MDEC MDX), the 2022 Excellence Award for Digital Transformation (Malaysia Australia Business Council), the 2022 ASEAN Distinguished Business Leader Lifetime Achievement Award, the 2022 ASEAN Business Excellence Award and others. He is a regular author and guest lecturer on disruptive technologies, AI and big data and entrepreneurship at various universities.

Directors' recommendation

The Directors (excluding Georg Chmiel) recommend that Securityholders vote for this Resolution.

Resolution 2 - Approval of Appointment of Auditor

Section 205(2) of the Companies Act states:

"A company must at each annual general meeting of the company appoint an accounting entity or accounting entities to be the auditor or auditors of the company, and any auditor or auditors so appointed hold office, subject to this section, until the conclusion of the next annual general meeting of the company."

At the previous AGM, RSM SG Assurance LLP were appointed as the Company's auditor until the conclusion of this AGM. Following a review and tender of the audit function, the Board of Directors has determined that, subject to the approval that is sought under this resolution, CLA Global TS Public Accounting Corporation be appointed as the Company's auditor effective from the conclusion of this AGM and to hold office until the conclusion of the next AGM of the Company. The Company would like to thank RSM SG Assurance LLP for the services provided by them.

Resolution 2, being an ordinary resolution, therefore seeks that CLA Global TS Public Accounting

Corporation, having provided a consent to act as the Company's auditor, be appointed as auditor of the Company until the conclusion of the next annual general meeting of the Company and the Directors be authorised to agree the remuneration with the Auditor as deemed appropriate.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 3 – Approval of Director Emoluments

Section 169 of the Companies Act requires that Directors' emoluments (which include fees as well as non-cash benefits) in respect of their office as such be approved by Securityholders. Securityholders previously set the maximum aggregate non-executive Directors' fees for the financial year ended 31 December 2025 at \$200,000 of which \$142,762 was paid to non-executive Directors as remuneration.

Resolution 3 seeks approval, in accordance with Section 169 of the Companies Act for the proposed maximum aggregate Directors' fees payable to all of its non-executive Directors, to be set at \$200,000 for the financial year ending 31 December 2026. As this does not represent an increase on the prior approved maximum aggregate for the financial year ended 31 December 2024, the approval is not subject to the ASX Listing Rules.

The Remuneration Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and directors who will create value for Securityholders, having regard to the amount considered to be commensurate for an entity of the Company's size, complexity and level of activity as well as the relevant Directors' time, commitment and responsibility.

If this Resolution is not passed the Company will not be able to pay any Directors' emoluments for the financial year ending 31 December 2026. The Company expects that it would be hard to retain its existing Directors or attract any new Directors without the ability to remunerate them appropriately.

Directors' recommendation

Given the nature of this Resolution, the Board of Directors do not consider it appropriate to make a recommendation to Securityholders on how to vote on this Resolution. However, Securityholders should note that the Chair of the Meeting intends to cast any undirected proxies in favour of the Resolution.

Resolution 4 – Approval of Authority to Issue Shares and Instruments

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Securityholders.

Resolution 4 therefore seeks approval for the Directors to be empowered to issue Shares and other securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

Resolution 4 is not seeking approval for:

- (a) the issue of securities in the Company pursuant to the requirements of Listing Rule 7.1 or Listing Rule 7.1A; or
- (b) the issue of securities to related parties pursuant to the requirements of Listing Rule 10.11

or Listing Rule 10.14.

Resolution 4 will therefore be subject to the Listing Rules, in particular:

- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue, without Securityholder approval, more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period;
- (b) Listing Rule 10.11, which provides that the Company must not issue new securities to a related party and certain other persons without Securityholder approval; and
- (c) Listing Rule 10.14 which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Securityholder approval.

Resolution 4 is an ordinary resolution.

Directors' Recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

At the time of drafting this Notice of Meeting, the Company has a market capitalisation of approximately \$5.9 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Securityholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Securityholder approval.

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

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

Information Required by ASX Listing Rule 7.3A

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

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the

- approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
 - (c) the time and date on which Securityholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Securityholders approve this Resolution. However, if Securityholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business;
- (b) possible acquisitions, joint ventures or strategic alliances; and
- (c) debt reduction and working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Securityholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0065 50% decrease in issue price	\$0.013 issue price (b)	\$0.026 100% increase in issue price
"A" is the number of shares on issue (a), being 452,018,963 Shares	10% voting dilution (c)	45,201,896	45,201,896	45,201,896
	Funds raised	\$293,812	\$587,625	\$1,175,249
"A" is a 50% increase in shares on issue, being 678,028,445 Shares	10% voting dilution (c)	67,802,844	67,802,844	67,802,844
	Funds raised	\$440,718	\$881,437	\$1,762,874
"A" is a 100% increase in shares on issue, being 904,037,926 Shares	10% voting dilution (c)	90,403,792	90,403,792	90,403,792
	Funds raised	\$587,625	\$1,175,249	\$2,350,499

Notes:

- (a) Based on the total number of Shares on issue as at 24 April 2026.
- (b) Based on the closing price of the Company's Shares on ASX as at 24 April 2026.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Companies Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Securityholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to this Meeting

The Company has issued or agreed to issue the following equity securities under Listing Rule 7.1A.2 in the 12 months preceding this Meeting:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue or agreement to issue	Consideration details	Allottees of the securities
Agreed to issue on 5 May 2026				
45,201,895 Chess Depositary Interests	Issue of Chess Depositary Interests under a Placement announced to the ASX on 5 May 2026	Issue price of \$0.011. This represented a 15.4% discount to the closing market price (\$0.013) on the agreement to issue date.	The total cash consideration from the issue of the CDIs under LR 7.1A was \$497,220.85. At the time of dispatch of this Notice, the Company has not issued the CDIs and therefore has not used the cash raised. The cash raised will be used to accelerate the integration of the YToday Sdn Bhd acquisition and general working capital.	Institutional and sophisticated investors either introduced by the Lead Manager or already a CDI holder of the Company.

The total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to this Meeting (45,201,895) represented 13.1% of the total number of equity securities on issue at the commencement of that 12-month period (345,014,250).

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Securityholders must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 6 – Adoption of Employee Securities Incentive Plan

Background

The Company's Employee Securities Incentive Plan (**Incentive Plan**) was last approved by Securityholders of the Company on 30 May 2023 (**Prior Approval**). In accordance with exception 13(b) of Listing Rule 7.2 the Prior Approval is effective for 3 years and will therefore cease to be in effect on 30 May 2026. The Company is therefore seeking Securityholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

The Company considers that it is desirable to maintain the Incentive Plan to enable the Company to issue shares, options or performance rights (**Incentive Securities**) to eligible Directors and employees in order to attract, motivate and retain such persons and to provide them with an incentive to deliver growth and value to the Company and its Securityholders.

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules

of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

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

If this Resolution is approved by Securityholders for all purposes under the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period under Listing Rule 7.1 (15% capacity) during the next three year period.

If this Resolution is not approved by Securityholders, the Company may still choose to issue securities under the Incentive Plan, however any securities issued under the Incentive Plan will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the date of issue.

Since the Incentive Plan was approved by Securityholders on 30 May 2023, the Company advises that it has issued 3,000,000 unlisted options under the Incentive Plan. If this Resolution is approved by Securityholders, the Company will issue up to a maximum of 20,000,000 Incentive Securities under the Incentive Plan during the three-year period following approval.

Directors Recommendation

The Board of Directors recommend that Securityholders vote for this Resolution

Placement Related Resolutions

Background

On 5 May 2026 the Company announced a Placement to raise \$0.67 million (before costs) via the issue of 60,592,369 CDIs (**Placement CDIs**) at \$0.011 per CDI. The Placement includes one free attaching option for every Placement CDI issued (**Placement Options**). The lead manager of the Placement, Eli Capital Pty Limited (**Lead Manager**) is also entitled to 6 million options as part consideration of their fee (**Lead Manager Options**). The Placement Options and Lead Manager Options are on the same terms as the Company's existing class of Listed Options (ASX:XGLO) and, if issued, the Company will seek quotation of the Placement Options and Lead Manager Options.

At the time of the drafting of this Notice, it is anticipated that 51,502,369 of the Placement CDIs and 51,502,369 of the Placement Options will have been issued on, or around, 14 May 2026 (**Tranche 1**). The Tranche 1 Placement CDIs and Tranche 1 Placement Options will have been issued under the Company's available capacity under Listing Rules 7.1 and 7.1A. Ratification of the issue or agreement to issue, of the Tranche 1 Placement CDIs and Placement Options is being sought under Resolutions 7 and 8.

9,090,000 of the Placement CDIs were subscribed for by the Company's Chairman, Ganesh Kumar Bangah (**Tranche 2**). As, Mr Bangah is a Director of the Company, the issue of the Tranche 2 Placement CDIs and the same number of Placement Options, is subject to Securityholder approval. Approval of the issue of the Tranche 2 Placement CDIs and Tranche 2 Placement Options is being sought under Resolution 9.

Lastly, approval for the issue of the Lead Manager Options is being sought under Resolution 10.

Resolutions 7 and 8 – Ratification of Prior Issue of / Agreement to Issue Placement CDIs and Placement Options Issued Under Listing Rules 7.1 and 7.1A

Background

As set out above, by the time this Meeting is held, it is anticipated that the Company will have issued 51,502,369 Tranche 1 Placement CDIs and 51,502,369 Tranche 1 Placement Options via its available capacity under Listing Rules 7.1 and 7.1A.

45,201,895 Tranche 1 Placement CDIs will have been issued under Listing Rule 7.1A (**LR7.1A CDIs**), 6,300,474 Tranche 1 Placement CDIs will have been issued under Listing Rule 7.1 (**LR7.1 CDIs**) and 51,502,369 Tranche 1 Placement Options will have been issued under Listing Rule 7.1 (**LR7.1 Options**).

ASX Listing Rules 7.1 and 7.1A

Resolutions 7 and 8 propose that Securityholders of the Company ratify the aggregate issue or agreement to issue, of 51,502,369 Tranche 1 Placement CDIs and 51,502,369 Tranche 1 Placement Options.

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 securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At the Company's previous AGM, held on 29 May 2025, the Company sought and obtained Securityholder approval under Listing Rule 7.1A, to increase this 15% limit by an extra 10% to 25%.

The issue of the Tranche 1 Placement CDIs and Tranche 1 Placement Options does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as the issue has not been approved by the Company's Securityholders, it effectively uses up the 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Securityholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the date of issue (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Securityholders on an annual basis).

Listing Rule 7.4 allows the Securityholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Securityholder approval under Listing Rule 7.1.

Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Securityholder approval under Listing Rule 7.1A is not reduced).

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

To this end, Resolution 7 seeks Securityholder approval under and for the purposes of Listing Rule 7.4 for the issue or the agreement to issue the LR7.1A CDIs.

If Resolution 7 is passed, the issue of the LR7.1A CDIs will be excluded in calculating the Company's 10% capacity to issue equity securities under Listing Rule 7.1A without Securityholder approval over the 12-month period following the date of issue.

If Resolution 7 is not passed, the issue of the LR7.1A CDIs will be included in calculating the Company's 10% capacity to issue equity securities under Listing Rule 7.1A without Securityholder

approval over the 12-month period following the date of issue.

Resolution 8 seeks Securityholder approval under and for the purposes of Listing Rule 7.4 for the issue or the agreement to issue the LR7.1 CDIs and LR7.1 Options.

If Resolution 8 is passed, the issue of the LR7.1 CDIs and LR7.1 Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the date of issue.

If Resolution 8 is not passed, the issue of the LR7.1 CDIs and LR7.1 Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the date of issue.

Information required by ASX Listing Rule 7.5

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

- (a) The Tranche 1 Placement CDIs and Tranche 1 Placement Options were issued or agreed to be issued, to the investors under the Placement identified by the Lead Manager. None of the investors participating in Tranche 1 of the Placement are related parties, KMPs or substantial holders of the Company. Toby Lei, Managing Director of Eli Capital will be participating in the Placement and will be issued more than 1% of the issued capital of the Company. This will take his overall holding to approximately 3.6% of the issued capital of the Company.
- (b) The Company agreed to issue 51,502,369 Tranche 1 Placement CDIs and 51,502,369 Tranche 1 Placement Options on 5 May 2026 and it is anticipated that these Tranche 1 Placement CDIs and Options will have been issued on or around 14 May 2026. 45,201,895 Tranche 1 Placement CDIs were agreed to be issued under Listing Rule 7.1A, 6,300,474 Tranche 1 Placement CDIs were agreed to be issued under Listing Rule 7.1 and 51,502,369 Tranche 1 Placement Options were agreed to be issued under Listing Rule 7.1.
- (c) The Tranche 1 Placement CDIs will be fully paid on issue and will rank equally in all aspects with all existing fully paid ordinary CDIs of the Company. The Tranche 1 Placement Options will rank equally in all aspects with all Listed of the Company.
- (d) It is anticipated that the Tranche 1 Placement CDIs and Tranche 1 Placement Options will have been issued on or around 14 May 2026. In the event that the Tranche 1 Placement CDIs and Options have not been issued prior to the date of this Meeting, the Tranche 1 Placement CDIs and Options will be issued no later than 3 months after the date of this Meeting.
- (e) Each of the Tranche 1 Placement CDIs was issued or agreed to be issued, at an issue price of \$0.011 per CDI. Each Tranche 1 Placement Options was issued or agreed to be issued, at nil cost.
- (f) Funds raised from the issue of the Tranche 1 Placement CDIs will be used on the integration of YToday Sdn Bhd, working capital expenses and balance sheet management.
- (g) The Tranche 1 Placement CDIs and Options were issued or agreed to be issued, under standard subscription agreements between the Company and the participants of the Placement.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for Resolutions 7 and 8.

Resolution 9 – Approval of Issue of Placement CDIs and Placement Options to Ganesh Kumar Bangah, a Director of the Company.

Background

As noted above, this Resolution seeks Securityholder approval to issue 9,090,000 Placement CDIs and 9,090,000 Placement Options to the Company's Chairman, Ganesh Kumar Bangah.

ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, an entity must not issue or agree to issue equity securities to persons in a position of influence without Securityholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder 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;
- 10.11.4 an Associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship 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.

As Mr Bangah is a Director of the Company, he is a person in a position of influence under Listing Rule 10.11.1. The proposed issue does not fall within any of the exceptions in ASX Listing Rule 10.12 and therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

If Resolution 9 is passed, the Company will be able to proceed with the proposed issue of Tranche 2 Placement CDIs and Tranche 2 Placement Options to Mr Bangah and will receive the full Placement funds of \$0.67m (before costs).

If Resolution 9 is not passed, the Company will not be able to proceed with the proposed issue of Tranche 2 Placement CDIs and Tranche 2 Placement Options to Mr Bangah and no funds will be raised in respect of the Tranche 2 Placement CDIs. This will reduce the total funds raised under the Placement to \$0.57m (before costs).

ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 9:

- (a) the allottee is Ganesh Kumar Bangah (or his nominee);
- (b) Mr Bangah falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a Director of the Company;
- (c) the maximum number of Tranche 2 Placement CDIs to be issued to Mr Bangah is 9,090,000 and the maximum number of Tranche 2 Placement Options to be issued to Mr Bangah is 9,090,000;
- (d) the Tranche 2 Placement CDIs will be fully paid on issue and rank equally in all aspects with all existing CDIs of the Company. The Tranche 2 Placement Options will be on the same terms and rank equally in all aspects with all existing Listed Options (ASX:XGLO) of the Company;
- (e) the Tranche 2 Placement CDIs and Tranche 2 Placement Options will be issued within 1 month of Securityholder approval being obtained by the Company.
- (f) The Tranche 2 Placement CDIs will be offered at an issue price of \$0.011 per CDI. The Tranche 2 Placement Options are free attaching options;

- (g) Funds raised from the issue of the Tranche 2 Placement CDIs will be combined with the funds raised from the issue of the Tranche 1 Placement CDIs for a total of \$0.67m (before costs). These funds will be used on the integration of YToday Sdn Bhd, working capital expenses and balance sheet management:
- (h) The Tranche 2 Placement CDIs and Tranche 2 Placement Options are being issued under a standard subscription agreement.
- (i) a voting exclusion statement is included in this Notice of Meeting at Resolution 9 above.

Directors' recommendation

The Directors (excluding Mr Bangah) recommend that Shareholders vote for this Resolution.

Resolution 10 – Approval of Issue of Lead Manager Options

Background

As noted above, Eli Capital, as Lead Manager of the Placement, is entitled to 6 million options on the same terms as the Placement Options as part consideration for lead manager fees.

Resolution 10 seeks Securityholder approval to issue and allot 6,000,000 Lead Manager Options.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by Company's Securityholders under Listing Rules 7.1 will not use the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Securityholder approval under Listing Rule 7.1.

To this end, Resolution 10 seeks Securityholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 10 is passed, the issue of the Lead Manager Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the date of issue.

If Resolution 10 is not passed, the Company may choose to issue the Lead Manager Options under its Listing Rule 7.1 capacity (if there is sufficient capacity to do so) and the Lead Manager Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the date of issue. If Resolution 10 is not passed and there is not sufficient capacity under Listing Rule 7.1 to issue the Lead Manager Options, the Company will not be able to proceed with the issue of the Lead Manager Options.

Information required by ASX Listing Rule 7.3

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

- (a) The Lead Manager Options will be issued to Eli Capital.
- (b) The maximum number of Lead Manager Options to be issued is 6,000,000.
- (c) The terms of the Lead Manager Options are the same as the Company's existing Listed Options (ASX:XGLO). A summary of these terms is provided below:
 - Each option entitles the holder to subscribe for one (1) CDI upon exercise of the option
 - Exercise Price - \$0.025 per option
 - Expiry Date – 31 August 2028

- If the capital of the Company is reconstructed, all rights of option holders are to be changed in a manner consistent with the Companies Act, Corporations Act and ASX Listing Rules
 - There are no participation rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to CDI holders without exercising the options.
- (d) The Lead Manager Options will be issued no later than 3 months after the date of this Meeting.
- (e) The Lead Manager Options are offered for nil cash consideration.
- (f) Funds are not raised from the issue of the Lead Manager Options as they are part consideration of the Lead Manager's fee.
- (g) The Lead Manager Options will be issued pursuant to a standard Capital Raise Agreement between the Company and the Lead Manager of the Placement and which the material terms were included in the ASX announcements dated 5 May 2026.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for Resolution 10.

Enquiries

Securityholders are asked to contact the Company Secretary on lee.tamplin@complycorporate.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

Annual Financial Report means the 2025 Annual Report to Shareholders for the financial year ended 31 December 2025 as lodged by the Company with ASX on 31 March 2026 and includes the Audited Financial Statements, the Statement of the Directors and Auditor's Report.

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

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, of 39 Market Place, Sydney NSW 2000.

ASX Listing Rules or **Listing Rules** means the official 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.

Auditor means prior to completion of this AGM, RSM SG Assurance LLP and, subject to the approval of Resolution 2, means post completion of this AGM, CLA Global TS Public Accounting Corporation.

Auditor's Report means the auditor's report of the Auditor dated 31 March 2026 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

CDI means a CHESS Depository Interest issued by Chess Depository Nominees Pty Ltd, where each CDI represents a beneficial interest in one Share.

CDI Holder means the holder of one or more CDIs.

CDI Voting Instruction Form means the CDI Voting Instruction form attached to the Notice of Meeting.

Chair means the person chairing the Meeting.

Companies Act means the Companies Act 1967 of Singapore as amended or replaced from time to time.

Company or **Xamble** means Xamble Group Limited ARBN 605 927 464.

Constitution means the Company's constitution.

Director means a current director of the Company.

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

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

Notice of Meeting or **Notice of Annual General Meeting** means the notice of annual general meeting dated 6 May 2026 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if more than 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 the Notice of Meeting, or any one of them, as the context requires.

Securities means CDIs, Shares and/or Options (as the context requires).

Securityholder means CDI Holders and Shareholders (as the context requires).

Share means a fully paid ordinary share in the capital of the Company or CDI (as the context requires).

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

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.

Annexure A – Summary of Employee Securities Incentive Plan (“Plan”)

The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below.

1. Definitions

Eligible Participants means a person that is at least 18 years old who is not an undischarged bankrupt and is an employee or director (whether executive or non-executive) of a member of the Group, or otherwise a person that has been determined by the Board to be eligible to participate in the Plan from time to time.

Convertible Security means a Security exercisable for Plan Share(s) in accordance with the terms and conditions of the Plan, including an Option or performance right.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

Participant means an Eligible Participant who has been granted and Security under the Plan.

Plan Share means all Shares issued or transferred to a Participant under the Plan, including upon the valid exercise of a Convertible Security.

Security means a security in the capital of the Company granted under the Plan, including a Plan Share, Option, performance right or other Convertible Security.

2. Purpose

The purpose of the Plan is to:

- (a) Assist in the reward, retention and motivation of Eligible Participants
- (b) Link the rewards of Eligible Participants to Shareholder value creation; and
- (c) Align the interests of Eligible Participants with Shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.

3. Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

4. Eligibility, invitation and application

- (a) The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- (b) On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.
- (c) If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

6. Terms of Convertible Securities

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

7. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of a Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10. Forfeiture of Convertible Securities

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules"

- (a) Any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) Any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

11. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

12. Rights attached to Plan Shares

All Plan Shares will rank pari passu in all respects with the Shares of the same class and will trade on the ASX in the form of CDIs. A Participant will be entitled to any dividends declared and distributed by the Company in the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A participant may exercise any voting rights attaching to Plan Shares.

13. Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) Transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) Take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

15. Participation in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

16. Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

17. Plan duration

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

If you are attending the virtual Meeting please retain this Voting Form for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]
[EntityRegistrationDetailsLine1Envelope]

HolderNumber

Holder Number:
HolderNumber

In accordance with Article 78 of the Company's Constitution, CHESS Depositary Nominees is required to submit its proxy to the Company not less than 48 hours before the time of the meeting. To ensure that your voting instructions are counted you must therefore submit your Voting Instruction by **1:00PM (MYT) / 3:00PM (AEST) on Tuesday, 26 May 2026.**

SUBMIT YOUR VOTING INSTRUCTION

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

YOUR NAME AND ADDRESS

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

STEP 1 - HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing, and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depositary Nominees Pty Ltd how to vote by marking one of the boxes opposite each item of business. All your CDI's 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 CDI's you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

STEP 1 – How to vote

Complete and return this form as instructed only if you do not vote online.

CHES Depositary Nominees Pty Ltd will vote as directed.

Voting Instructions to CHES Depositary Nominees Pty Ltd

I/We being a holder of CHES Depositary Interests of Xamble Group Limited hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Xamble Group Limited to be held at 1:00PM (MYT) / 3:00PM (AEST) on Thursday, 28 May 2026 virtually and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHES Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Re-election of Georg Johann Chmiel as Director	☐	☐	☐
2. Approval of Appointment of Auditor	☐	☐	☐
3. Approval of Directors Emoluments	☐	☐	☐
4. Approval of Authority to Issue Shares and Instruments	☐	☐	☐
5. ASX Listing Rule 7.1A Approval of Future Issue of Securities	☐	☐	☐
6. Adoption of Employee Securities Incentive Plan	☐	☐	☐
7. Ratification of Prior Issue of / Agreement to Issue Placement CDIs Issued Under Listing Rule 7.1A	☐	☐	☐
8. Ratification of Prior Issue of / Agreement to Issue Placement CDIs and Placement Options Issued Under Listing Rule 7.1	☐	☐	☐
9. Approval of Issue of Placement CDIs and Placement Options to Ganesh Kumar Bangah, a Director of the Company	☐	☐	☐
10. Approval of Issue of Lead Manager Options	☐	☐	☐

HolderNumber XGL

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone	Date (DD/MM/YY)	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).



Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Xamble Group Limited | ARBN 605 927 464

Your proxy voting instruction must be received by **1:00PM (MYT) / 3:00PM (AEST) on Tuesday, 26 May 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
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