Xpon Technologies Group Limited
Office 02-115
310 Edward Street
Brisbane, QLD 4000
ACN: 635 810 258

https://xpon.ai/

Xpon Technologies Group Limited

Notice of General Meeting

Tuesday, 15 September 2026

3:30 pm AEST

Held as a Virtual Meeting.

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 General Meeting

This Notice is given based on circumstances as at 5 August 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://xpon.ai/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The General Meeting (**EGM**) of the Shareholders to which this Notice of Meeting relates will be held at 3:30 pm (AEST) on Tuesday, 15 September 2026 as a **virtual meeting**.

To be able to hold this Meeting using virtual meeting technology only, as permitted by the Company's Constitution, the Company is relying upon s249R(c) of the Corporations Act.

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "Join Meeting" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

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

Questions can be submitted in writing to Hasaka Martin, Company Secretary at hasaka.martin@singletoncosec.com.au at least 48 hours before the EGM.

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM can do so by logging into the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important**: Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at https://www.automicgroup.com.au/virtual-agms/

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

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

Technical difficulties

Technical difficulties may arise during the course of the General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Notice of Annual General Meeting

Notice is hereby given that a General Meeting of Shareholders of XPON Technologies Group Limited ACN 635 810 258 will be held at 3:30 p.m. (AEST) on Tuesday, 15 September 2026 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the 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 General Meeting are those who are registered Shareholders at 3.30 p.m. (AEST) on Sunday, 13 September 2026.

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

Resolution

Disposal of main undertaking

1. **Resolution 1** – Disposal of main undertaking

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

"That, approval is given for the sale by the Company of 100% of the shares in Datisan Pty Ltd ACN 622 804 228, to Incubeta Australia Pty Limited ACN 138 482 916, on the terms and conditions set out in the Explanatory Statement."

Directors' Recommendation:

The Directors recommend that Shareholders vote in favour of Resolution 1 - refer to the Explanatory Statement.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by Incubeta Australia Pty Limited ACN 138 482 916 (or any of its associates) and any other person who will obtain a material benefit as a result of the disposal of the Company's main undertaking (except a benefit solely by reason of being a holder of ordinary equity securities the Company).

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

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

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Hasaka Martin
Company Secretary

7 August 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 3:30 p.m. (AEST) on Tuesday, 15 September 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 Annual General Meeting are set out below.

Resolutions

Disposal of main undertaking

Resolution 1 – Disposal of main undertaking

1.1 Background

XPON Technologies Group Limited (**Company** or **XPON**) is an ASX-listed marketing technology group. The Company develops and operates data, cloud and artificial intelligence products and services that help enterprise clients modernise the way they plan, buy and measure their digital marketing.

The group is made up of several complementary businesses spanning artificial intelligence and marketing technology, data and cloud consulting, and digital media services. Datisan Pty Ltd (Datisan), the subject of the proposed Transaction, operates the Company's Google Marketing Platform and Google Cloud reseller business. While Datisan contributes a significant portion of the group's current revenue, it is one component of the Company's broader digital marketing modernisation strategy, the focus of which is the Company's higher-margin data, cloud and artificial intelligence products.

Following completion of the Transaction, the Company will retain a diversified operating business and intends to continue developing those products both organically and through complementary acquisitions.

At the end of the financial year ending 31 June 2025, the Company held the following subsidiaries:

Name	Interest	Purpose
Maverick Data Group Pty Ltd	100%	Holds the shares of Datisan Pty Ltd
Datisan Pty Ltd[1]	100%	Operates a Marketing Technology and Cloud Business providing mission-critical services and software solutions to corporate and mid-sized enterprises in

Name	Interest	Purpose
		Australia, New Zealand, the UK and Europe
Wondaris Pty Ltd	100%	Wondaris is the composable customer data platform for marketers that helps marketers build high-value audiences from their 1st party data and activate them into marketing channels.
Alpha Digital Design Consultants (Aust) Pty Ltd[2]	100%	Operates a Leading Australian digital marketing agency trusted by large brands.
XPON Technologies Limited	100%	The parent entity of the Group.

Notes:

[1] This entity is the subject of the proposed Transaction. See section 1.2 for further detail.

[1] The Company announced the divestment of Alpha Digital Design Consultants (Aust) Pty Ltd on 3 June 2026. Please see the announcement on the ASX market announcements for the Company for further information.

1.2 Proposed Transaction

On 15 June 2026, the Company announced that it had entered into a share sale deed (**Share Sale Deed** or **SSD**) pursuant to which Incubeta Australia Pty Limited ACN 138 482 916 (**Incubeta** or **Purchaser**) has agreed to purchase, and the Company has agreed to sell, 100% of the share capital in Datisan Pty Ltd ACN 622 804 228 (**Datisan**), on the terms set out in the Share Sale Deed (the Transaction).

The consideration payable by the Purchaser for the acquisition of Datisan is approximately $7.5 million comprised of:

- $5,500,000 at completion (adjusted up or down in the customary manner so as to maintain a target working capital at completion); and
- up to $2,000,000 via an earn-out subject to Datisan achieving a gross profit of $5,340,000 in calendar year 2026.

The Company will not make any changes to its board or senior management in connection with, or as a consequence of, the Transaction.

1.3 Rationale for Disposal

The Directors have agreed to the Transaction for a number of reasons. The sale realises value for the Datisan business and provides the Company with cash proceeds of $5,500,000 (before transaction costs and subject to the adjustment and earn-out described above). Those proceeds will strengthen the Company's balance sheet, reduce its reliance on debt funding and improve its working capital position.

Completion will also allow the Company to focus its management attention and capital on its higher-margin data, cloud and artificial intelligence products, which the Directors consider offer stronger growth prospects and potential shareholder returns than the Google reseller business operated by Datisan. For these reasons, the Directors consider the Transaction to be in the best interests of Shareholders.

1.4 Sale Process

Entry into the SSD followed a strategic review by the Company (arising partly from receipt of unsolicited offers) and a sale process that commenced in December 2025 run by the Company and its advisor, Latimer Partners. The process included Latimer reaching out to a targeted list of key strategic and financial buyers with interest in the sector. As a result of the sale process, the Company received an offer from Incubeta. No other offers were received.

The Board has considered the value to Shareholders of a sale of the Datisan as against the need for further working capital to fund its ongoing operations having regard to the current market conditions and the Company's capital needs (absent the Proposed Transaction).

The Board unanimously recommends that all Shareholders vote in favour of the Proposed Transaction, and each director intends to vote all Shares held or controlled by them (comprising approximately 26.4% of the Company's Shares) in favour of the Proposed Transaction, in the absence of a superior proposal

1.5 Share Sale Deed

The key terms of the Share Sale Deed are set out below:

Parties	Incubeta Australia Pty Limited ACN 138 482 916 (**Purchaser**); Maverick Data Group Pty Ltd ACN 141 779 893 (**Seller**); and XPON Technologies Group Limited ACN 635 810 258 (**Guarantor**)
Contract Date	12 June 2026
Summary	Purchase has agreed to purchase, and Seller has agreed to sell, 100% of the share capital in Datisan Pty Ltd ACN 622 804 228 (**Datisan**)
Consideration	The Purchaser will pay to the Seller: • $5,500,000 at completion; and • $2,000,000 via an earn-out subject to Datisan achieving a gross profit of $5,340,000 in calendar year 2026. The earn-out payment (if any) will be paid within 60 Business Days of the end of the 2026 calendar year, if agreed, or if not agreed, after the dispute resolution process articulated in the Share Sale Deed as completed.
Conditions Precedent	Completion under the Share Sale Deed is conditional on the following key conditions precedent being satisfied or waived: • Shareholders approve the Transaction (as proposed in Resolution 1); • Datisan receiving change of control consents from certain key customers; • ACCC granting approval for the Transaction on terms acceptable to the Purchaser; • no material contract being terminated; • Datisan maintaining its 'Certified Reseller' status with Google; • Datisan exiting from the Guarantor tax consolidated group; and • The issue of a warranty and indemnity insurance policy responding should certain warranties or indemnities under the agreement give rise to claims by the purchaser.

	• A material adverse change that significantly reduces the value of a Datisan.
Transitional Services Agreement	Effective from completion of the Transaction, the Purchaser and Seller will enter into a Transitional Services Agreement in which the Seller provides certain services to the Purchaser for 6 months, with the option by agreement to extend its operation further.
Guarantee	The Guarantor guarantees the performance of the Seller under the Share Sale Deed.
Representations, Warranties and Indemnities	Except to the extent that any warranty given by the Seller is expressly limited or qualified under the Share Sale Deed, the Seller and Guarantor (jointly and severally) indemnifies the Purchaser against any Loss suffered or incurred by the Purchaser by reason of a breach of any warranty given by the Seller and must pay the Purchaser an amount equal to such Loss suffered as a result of the breach up to a maximum of 100% of the Consideration (excluding certain Tax and title warranties where the liability is equal to 100% of the Consideration). The Seller has provided certain indemnities to the Purchaser in relation to tax, non-compliance with any requirement of the *Fair Work Act 2009* (Cth), *Fair Work Regulations 2009* (Cth) and/or the *Superannuation Guarantee (Administration) Act* 1992 (Cth), amounts owing to former employees/contractors and in relation to XPON Technologies Group Limited (UK company number 10121421) The Share Sale Deed otherwise contains representations, warranties, and indemnities considered standard for an agreement of its kind.
Termination	The Share Sale Deed may be terminated: • If any condition precedent has not been satisfied or waived by the latter of: o 45 Business Days after the date this Notice of Meeting was despatched to Shareholders; and o If the Purchaser submits an application for merger approval under section 51ABX(1) of the *Competition and Consumer Act 2010* (Cth) (**CC Act**), five Business Days after the decision to grant merger approval is no longer subject to review (as determined in accordance with section 51ABF(2) of the CC Act) • By either party (**Non-Defaulting Party**) if the other party (**Defaulting Party**), defaults on any covenant at completion and fails to cure the default within 10 business days of written notice.

1.6 About Incubeta

Incubeta Australia Pty Ltd is part of the Incubeta group, the internationally recognised AI-outcomes agency backed by global private equity firm The Carlyle Group (NASDAQ: CG), one of a select few globally certified Google Marketing Platform partners. Founded in 2004 and headquartered in Londo. Incubeta operates across more than 20 locations worldwide with over 650 people.

The acquisition of Datisan is consistent with Incubeta's stated strategy of international expansion and consolidation within the GMP ecosystem.

1.7 Financial effect of the Disposal

The impact of the Transaction on the Company is set out in the pro forma balance sheet contained at Schedule 1.

1.8 Advantages

The Directors consider that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote the Transaction:

- the Company's financial position will be strengthened through the proceeds of the Transaction;
- the ability to prioritise high-growth projects, including its artificial intelligence business operated through Wondaris Pty Ltd;
- the Transaction is expected to reduce the Company's debt and improve its cash and working capital position, lowering financial risk for the Company and its Shareholders;
- the Company will have the flexibility to pursue alternative opportunities that the Directors believe will deliver value to the Shareholders.

1.9 Disadvantages

The Directors consider that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote the Transaction:

- the Company will be disposing of its main undertaking, which may not be consistent with the investment objectives of all shareholders;
- the size of the Company's tangible asset base and operating activities will be reduced significantly because of the Transaction;
- notwithstanding the unanimous recommendation by the Board that the Transaction is in the best interests of Shareholders, you may believe that the Transaction is not in your best interests or believe that the Transaction consideration is inadequate
- there is a risk that the Company may not be able to locate and acquire suitable investment opportunities in addition to its existing project; and
- there is a risk that Company may be unable to satisfy ASX that is has sufficient operations to continue trading on the ASX and may be required to complete a full re-compliance to continue trading at completion of the Transaction.

1.10 Company intentions post-completion of the Transaction

The Company confirms that it intends to:

- continue to operate, invest in and grow the Company's retained data and artificial intelligence businesses;
- apply the net proceeds of the Transaction to reduce debt and to fund working capital and product development across the retained businesses;

- continue to assess and, where appropriate, pursue complementary acquisitions and investments consistent with the Company's AI technology focus;

The Company is expected to have sufficient cash reserves from the Transaction to continue to assess and identify new investments or acquisitions, which the Board considers will have the potential to add value to Shareholders.

1.11 Indicative Timetable

The Company anticipates that completion of the Proposed Transaction will occur in accordance with the timetable set out below

Event	Indicative Date
Date of Notice of Meeting and despatch to Shareholders	Friday, 7 August 2026
Deadline for returning proxy forms	3:30 p.m. (AEST) on Sunday, 13 September 2026
Record date for determining Shareholders' entitlement to vote at Extraordinary General Meeting	3:30 p.m. (AEST) on Sunday, 13 September 2026
Date of Extraordinary General Meeting	3:30 p.m. (AEST) on Tuesday, 15 September 2026
Completion of the Proposed Transaction (provided that Resolution 1 is passed and Shareholders have approved the Proposed Transaction)	Wednesday, 30 September 2026*

*The proposed date of completion of transaction is subject to change.

1.12 Effect on the board and senior management

There is no effect on the composition of the board or senior management of the Company.

1.13 Effect of the proposed transaction on control of the Company

The proposed transaction will have no impact on the Company's capital structure, or the rights and liabilities of Shares.

1.14 Effect of Shareholder Approval

If Resolution 1 is passed, the Company will be able to proceed with the Transaction and the benefits of the Transaction, as described in Section 1.8, will eventuate.

If Resolution 1 is not approved, the Company will be unable to proceed with the Transaction and the Share Sale Deed will terminate and the benefits of the Transaction, as described in Section 1.8, will not eventuate. If Shareholders do not approve the Resolution, the Company will continue to own and operate Datisan.

The Directors are not aware of any other commercial information that is material to the question of whether Shareholders should approve the Resolution.

1.15 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary at hasaka.martin@singletoncosec.com.au, if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Brisbane, Queensland.

ASIC means Australian Securities and Investment Commission.

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

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

Auditor's Report means the auditor's report of RSM Australia Partners as included in the Annual Financial Report.

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.

Company means XPON Technologies Group Limited ACN 635 810 258.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

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

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

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting, 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.

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Schedule 1 - Proforma

XPON Group Balance Sheet
Statement of financial position
as of 31 Dec 2025

	Xpon Group H1 FY26 $	Xpon Group Post Transaction $
Assets		
Current assets		
Cash and Cash Equivalents	4,335,033	8,986,307
Trade and Other Receivables	4,416,723	384,282
Contract assets	73,132	0
Prepayments	146,935	122,486
Total current assets	**8,971,823**	**9,493,075**
Non-current assets		
Property, plant and equipment	23,600	19,757
Right of use Assets	1,103,711	1,103,711
Intangible Assets	3,825,945	3,825,945
Deferred tax assets	72,869	72,869
Other assets - Non-current	93,046	82,680
Total non-current assets	**5,119,171**	**5,104,963**
Total assets	**14,090,994**	**14,598,037**
Liabilities		
Current liabilities		
Trade and Other Payables	9,595,649	1,768,407
Financial Liabilities - Derivatives	3,879	3,879
Borrowings	715,283	715,283
Employees benefit	535,741	339,084
Contract liabilities	2,015,278	85,368
Lease Liability - Current	208,573	208,573
Deferred consideration - Current	391,584	391,584
Provisions	122,736	122,736
Total current liabilities	**13,588,723**	**3,634,914**
Non-current liabilities		
Non-current Borrowings	1,019,044	1,019,044
Deferred Consideration	322,609	322,609
Lease Liability - Non-current	912,900	912,900
Employee benefits - Non-current	207,580	84,147
Total non-current liabilities	**2,462,133**	**2,338,699**
Total liabilities	**16,050,856**	**5,973,613**
Net assets	**- 1,959,862**	**8,624,425**
Equity		
Issued Capital	23,672,528	23,419,095
Reserves	2,027,717	2,013,466
Accumulated losses	- 27,660,107	- 16,808,136
Total equity	**- 1,959,862**	**8,624,425**

*Alpha Digital divestment, announced on 3 June, was not included in the Proforma Balance Sheet Calculation for ease of comparison
The $5.5m upfront payment has been applied in preparing the Proforma Balance Sheet. For conservatism, the Proforma Balance Sheet excludes any Earn-Out payment.

XPON®

Proxy Voting Form

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

XPON Technologies Group Limited | ABN 37 635 810 258

Your proxy voting instruction must be received by **3:30pm (AEST) on Sunday, 13 September 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://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of XPON Technologies Group Limited, to be held virtually at **3:30pm (AEST) on Tuesday, 15 September 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

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

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

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

XPN

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Sale of Datisan Pty Ltd			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

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 communications despatched by the Company electronically (where legally permissible).