



24 April 2026

**Fluence Corporation Limited – Annual General Meeting of Shareholders, 29 May 2026**

Dear Shareholder:

Notice is hereby given that the Annual General Meeting of Shareholders of Fluence Corporation Limited (the “Company”) will be held virtually via a webinar conferencing facility at 10:00am (AEST) on Friday, 29 May 2026 (the “Meeting”). Notice is also given that the Company’s Annual Report for the year ended 31 December 2025 (the “Annual Report”) is available.

In accordance with the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting. Instead, the Notice of Meeting, accompanying explanatory statement and Annual Report (the “Meeting Materials”) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website <https://www.fluencecorp.com/> or at the Company’s share registry’s website <https://www.investorserve.com.au/> by logging in and selecting Company Announcements from the main menu;
- A complete copy of the Meeting Materials has been posted to the Company’s ASX Market announcements page at [www.asx.com.au](http://www.asx.com.au) under the Company’s ASX code “FLC”; and
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your details at [www.investorserve.com.au](http://www.investorserve.com.au). If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online, please contact our share registry BoardRoom Pty Limited on [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au) to obtain a copy.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Melanie Leydin". The signature is fluid and cursive, written over a light blue horizontal line.

Melanie Leydin  
Company Secretary  
Fluence Corporation Limited

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**Fluence Corporation Limited**

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**FLUENCE CORPORATION LIMITED**

**ABN 52 127 734 196**

# **Notice of Annual General Meeting**

**Explanatory Statement and Voting Form**

**Date of Meeting**

Friday, 29 May 2026 (AEST)  
(Thursday, 28 May 2026 (US EDT))

**Time of Meeting**

10.00am (AEST)  
(8.00pm (US EDT))

**Place of Meeting**

via internet webinar conferencing facility

Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact Melanie Leydin, Company Secretary at [company.secretary@fluencecorp.com](mailto:company.secretary@fluencecorp.com) or +61 03 9692 7222.

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.  
If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional advisor without delay.*

# FLUENCE CORPORATION LIMITED

ACN 127 734 196

REGISTERED OFFICE: SUITE 2 LEVEL 11, 385 BOURKE STREET, MELBOURNE VIC 3000

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or the **Meeting**) of shareholders of Fluence Corporation Limited (the **Company** or **FLC**) will be held virtually via webinar conferencing facility on Friday, 29 May 2026 at 10:00am (AEST) (Australia) and for US investors, Thursday, 28 May 2026 at 8.00pm (EDT).

Questions may be submitted prior to the meeting by email to [company.secretary@fluencecorp.com](mailto:company.secretary@fluencecorp.com). The Company will, at its discretion, address questions received before or after the Meeting. The Company will not respond to inappropriate or offensive questions.

Shareholders will be able to submit written questions online during the webcast. Shareholders wishing to attend the webcast must register at the following address:

[https://vistra.zoom.us/webinar/register/WN\\_XJ2ykwDyRI23OPLRAOCjiw](https://vistra.zoom.us/webinar/register/WN_XJ2ykwDyRI23OPLRAOCjiw)

using their full name, company (if applicable), city and other shareholder details. Please note that registered participants will receive their dial in number upon registration.

Any shareholders who wish to attend the AGM online should monitor the Company's website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: FLC) and on its website at <https://www.fluencecorp.com/investor-news/>.

# AGENDA

The Explanatory Statement (the **Statement**) and Voting Form which accompany and form part of this Notice of Annual General Meeting (this **Notice**), include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Statement, and the Voting Form in their entirety.

## ORDINARY BUSINESS

### Receipt and Consideration of Financial Statements & Reports

To receive and consider the Financial Report of the Company, together with the Directors' Report (including the Remuneration Report) and Auditor's Report as set out in the Company's Annual Report for the year ended 31 December 2025.

*Note: Except as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.*

#### Resolution 1 Adoption of Remuneration Report

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

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 31 December 2025 be adopted."*

A voting exclusion applies to this Resolution as outlined in the Statement.

#### Resolution 2 Re-election of Nikolaus Oldendorff as a Director of the Company

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

*"That Nikolaus Oldendorff, who retires by rotation in accordance with Listing Rule 14.4 and Rule 4.3 of the Constitution of the Company, and being eligible, offers himself for re-election, and is re-elected as a Director of the Company."*

A voting exclusion does not apply to this Resolution.

#### Resolution 3 Re-election of Paul Donnelly as a Director of the Company

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

*"That Paul Donnelly, who retires by rotation in accordance with Listing Rule 14.4 and Rule 4.3 of the Constitution of the Company, and being eligible, offers himself for re-election, and is re-elected as a Director of the Company."*

A voting exclusion does not apply to this Resolution.

#### Resolution 4 Ratification of prior issue of 19,000,000 unlisted options

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,000,000 unlisted options with an exercise price of \$0.082 (8.2 cents) per option, and 2,000,000 unlisted options with an exercise price of \$0.115 (11.5 cents) on 17 December 2025 as described in the Statement."*

A voting exclusion applies to this Resolution as outlined in the Statement.

#### **Resolution 5 Approval to grant options to Thomas Pokorsky (and/or his nominee)**

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

*"That for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval be given to issue a total of 3,500,000 unlisted options with an exercise price of \$0.115 (11.5 cents), and the issue of any common shares of the Company pursuant to the exercise of such options, to Thomas Pokorsky (and/or his nominee(s)) on the terms and conditions described in the Statement."*

A voting exclusion applies to this Resolution as outlined in the Statement.

#### **Resolution 6 Approval of the Fluence Corporation Omnibus Equity Incentive Plan**

To consider, and if thought fit, 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 including sections 259B and 260C(4) of the Corporations Act 2001 (Cth), the Fluence Corporation Employee Incentive Plan (**Omnibus Equity Incentive Plan**), the terms and conditions of which are summarised in Annexure A accompanying this Notice of Meeting, be approved."*

A voting exclusion applies to this Resolution as outlined in the Statement.

### **SPECIAL BUSINESS**

#### **Resolution 7 Approval of 10% Placement Capacity**

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

*"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue (at the Board's discretion) of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Statement."*

A voting exclusion does not apply to this Resolution.

By the order of the Board of Directors of Fluence Corporation Limited.



**Melanie Leydin**

Company Secretary

24 April 2026

## Notes

### 1. Entire Notice

The details of the resolutions contained in the Statement accompanying this Notice should be read together with, and form part of, this Notice.

### 2. Record Date

The Company has determined that for the purposes of the AGM, shares will be taken to be held by the persons who are registered as holding the shares at 7pm (AEST) on the date 48 hours before the date of the AGM. Only those persons will be entitled to vote at the AGM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

### 3. Direct Voting

- (a) A direct vote allows shareholders to vote on the items of business before the AGM. This means the shareholder does not then need to attend the AGM or appoint a proxy. To do this, shareholders should follow the "Direct Voting" instructions in the Voting Form accompanying this Notice. Please note that a shareholder who has cast a direct vote may still attend and vote at the AGM. However, by doing so, the shareholder will automatically cancel their direct vote unless the shareholder instructs the Company not to cancel their direct vote and chooses not to vote at the AGM.
- (b) To be effective, Voting Forms containing direct voting directions must be received by the Company's share registry Boardroom Pty Limited no later than 48 hours before the commencement of the AGM, this is no later than Wednesday, 27 May 2026 at 10:00am (AEST) (and for USA based investors, Tuesday, 26 May 2026 at 8.00pm (EDT)). Any direct voting directions received after that time will not be valid for the scheduled meeting.

### 4. Proxies

- (a) If a shareholder is unable to attend and vote at the AGM, and does not choose to use direct voting, they are entitled to appoint a proxy to attend the AGM and vote on their behalf.
- (b) Each shareholder has a right to appoint one or two proxies.
- (c) A proxy need not be a shareholder of the Company.
- (d) If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- (e) Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- (f) If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes.
- (g) A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
- (h) If shareholder's named proxy does not attend the AGM or fails to vote on a poll in accordance with the shareholder's instructions, the Chair of the AGM will be that shareholder's proxy by default.
- (i) To be effective, Voting Forms containing proxy appointments and directions must be received by the Company's share registry Boardroom Pty Limited no later than 48 hours before the commencement of the AGM, this is no later than Wednesday, 27 May 2026 at 10:00am (AEST) (and for USA based investors, Tuesday, 26 May 2026 at 8.00pm (EDT)). Any proxy appointments received after that time will not be valid for the scheduled meeting.

### 5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. Any votes will still be required to be lodged by proxy. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### 6. Chair's Voting Intentions

Subject to the restrictions set out in Note 7 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

The Chair will call a poll on all proposed resolutions.

### 7. Voting Exclusion Statements

See Statement.

### 8. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin at +61 (03) 9692 7222 or [company.secretary@fluencecorp.com](mailto:company.secretary@fluencecorp.com) if they have any queries in respect of the matters set out in these documents.

# EXPLANATORY STATEMENT

## Purpose of Information

This Explanatory Statement (this **Statement**) is included in, and forms part of, the Notice. The purpose of this Statement is to provide Shareholders with information they may require in order to make an informed decision on the applicable resolution.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the applicable resolution.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

## Receipt and Consideration of Accounts & Reports

A copy of the Company's Annual Report for the financial year ended 31 December 2025 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's Report) may be obtained at <https://www.fluencecorp.com/investor-news/> or via the Company's announcement platform on ASX. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at +61 (03) 9692 7245, and you may request that this occurs on a standing basis for future years.

Shareholders will have the opportunity to ask questions about, or make comments on, the 2025 Annual Report. The auditor will be invited to attend, to answer questions about the audit of the Company's 2025 Annual Financial Statements.

## Resolution 1: Adoption of Remuneration Report

### 1.1 Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the AGM. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2025 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the AGM.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty-five percent (25%) or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last AGM, the votes cast against the Remuneration Report represented less than twenty-five percent (25%) of the total votes cast on that resolution and accordingly, a spill resolution will not be required for the Meeting.

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

### 1.2 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this Resolution (set out in the Notice), that each Director (or any Closely Related Party of a Director) is excluded from voting their

shares on this Resolution, the Directors make no recommendation to the Shareholders in respect of this Resolution.

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

### 1.3 Voting Exclusions

The Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) a person who is a member of the Key Management Personnel (as defined by the Corporations Act, (**KMP**)) whose remuneration details are included in the Remuneration Report for the year ended 31 December 2025 or a closely Related Party of such KMP (regardless of the capacity in which the vote is cast); and
- (b) as proxy by a person who is a member of the KMP on the date of the AGM or a Closely Related Party of such a member.

However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman for a person who is entitled to vote, and the Proxy Form does not specify the way the proxy is to vote on this Resolution, provided that the Proxy Form includes an express authorisation for the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the KMP.

## Resolution 2: Re-election of Nikolaus Oldendorff as a Director of the Company

### 2.1. Background

In accordance with Listing Rule 14.4 and Rule 4.3 of the Company's Constitution, Directors must retire after the third AGM since they were last elected. Further, in accordance with the Company's Constitution, one-third of the Directors (excluding the Managing Director), or if their number is not a multiple of three, then the whole number nearest one third, must retire at each AGM. The Directors to retire by rotation at the AGM are those Directors who have been longest in office since their last election or re-election. If two or more persons became Directors on the same day, those to retire must be determined by lot unless they otherwise agree among themselves.

Nikolaus Oldendorff was appointed as a Non-Executive Director of the Company on 22 April 2024 and was elected by Shareholders at the AGM held in May 2024. By agreement, Mr. Oldendorff, being eligible, offers himself for re-election as a Director at this AGM.

Mr. Oldendorff currently serves as the Managing Director of Reederei Nord GmbH ("Nord"), an international shipping company that operates a fleet of approximately 35 vessels for transportation of crude and petroleum products, dry bulk commodities and containers. With a workforce of over 1,100 employees, Nord invested more than US \$1.2 billion in new shipping assets over the last 8 years.

In addition to his executive role at Nord, Mr. Oldendorff currently serves on the board of Maritime & Merchant Bank ASA (**M&MB**), a specialised Norwegian bank founded in 2017. M&MB offers first-priority mortgages to shipping companies and offshore services and has securitised more than US \$1 billion in loans to the shipping sector since its founding.

Mr. Oldendorff also serves as a German representative on the Baltic and International Maritime Council, which actively shapes international maritime policies and advocates for the interests of shipowners worldwide. He is also engaged as a start-up and venture capital investor and holds several board seats around the globe.

The Board considers Mr. Oldendorff to be a non-independent Non-Executive Director.

## **2.2. Directors' Recommendation**

The Board (with Nikolaus Oldendorff abstaining), recommends that Shareholders vote in favour of the election of Mr. Oldendorff as a Director of the Company.

The Chairman of the meeting intends to vote undirected proxies in favour of Nikolaus Oldendorff's re-election.

## **2.3. Voting Exclusions**

There is no voting exclusion on this Resolution.

## **Resolution 3: Re-election of Paul Donnelly as a Director of the Company**

### **3.1. Background**

In accordance with Listing Rule 14.4 and Rule 4.3 of the Company's Constitution, Directors must retire after the third AGM since they were last elected. Further, in accordance with the Company's Constitution, one-third of the Directors (excluding the Managing Director), or if their number is not a multiple of three, then the whole number nearest one third, must retire at each AGM. The Directors to retire by rotation at the AGM are those Directors who have been longest in office since their last election or re-election. If two or more persons became Directors on the same day, those to retire must be determined by lot unless they otherwise agree among themselves.

Paul Donnelly was appointed as a Non-Executive Director of the Company on 20 July 2018 and was last re-elected by Shareholders at the AGM held in May 2024. By agreement, Mr. Donnelly, being eligible, offers himself for re-election as a Director at this AGM.

Mr. Donnelly is an accomplished financial services executive with international experience across all aspects of capital markets.

Mr. Donnelly is Chief Executive Officer of Flagstaff Partners, an independent corporate advisory firm.

Previously, Mr. Donnelly was an Executive Director at Macquarie Capital, where he worked for 25 years in various roles, including President and CEO of Macquarie's Canadian operations and Global Head of Equity and Debt Capital Markets.

Mr. Donnelly has a broad range of investment banking experience in Australia and internationally, with particular expertise in capital markets. Over the course of his 30-year career, he has gathered deep transactional experience advising on significant and complex transactions for leading Australian and international companies.

The Board considers Mr. Donnelly to be an independent Non-Executive Director.

### **3.2. Directors' Recommendation**

The Board (with Paul Donnelly abstaining), recommends that Shareholders vote in favour of the election of Mr. Donnelly as a Director of the Company.

The Chairman of the meeting intends to vote undirected proxies in favour of Paul Donnelly's re-election.

### **3.3. Voting Exclusions**

There is no voting exclusion on this Resolution.

## **Resolution 4: Ratification of prior issue of 19,000,000 unlisted options**

### **4.1. Background**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue on 17

December 2025 (**Issue Date**) of (a) 17,000,000 unlisted options with an exercise price of \$0.082 (8.2 cents) per option, and (b) 2,000,000 unlisted options with an exercise price of \$0.115 (11.5 cents) (the **December Options**).

The December Options were issued to employees of the Company forming part of these employees' incentive remuneration. The issue of these options did not fall within the exception under ASX Listing Rule 7.2, Exception 13(b). At the Company's 2023 annual general meeting, shareholders approved the Company's ability to utilise ASX Listing Rule 7.2, Exception 13(b) for the issue of equity securities under the Company's Employee Stock Option Plan (**Existing ESOP**). That approval permitted the Company to issue up to 32,527,701 options, representing 5% of the Company's total issued share capital at the time, without those issues counting towards the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A. Since that approval, the Company has undertaken capital raising activities which increased its issued share capital. As a result, the numerical cap approved in 2023 under Listing Rule 7.2, Exception 13(b) no longer represented 5% of the Company's issued capital. At the time when the options were issued, the Exception 13(b) capacity available under that 2023 approval had been substantially utilised.

Accordingly, the issue of the December Options did not fall within the scope of Listing Rule 7.2, Exception 13(b) approved in 2023. The options were therefore issued using the Company's placement capacity under ASX Listing Rule 7.1, and were counted towards the Company's 15% placement capacity available at the time of issue. The Company determined that it was appropriate to proceed with the issue of the December Options notwithstanding the limited remaining Exception 13(b) capacity, as the issue was considered an important mechanism to appropriately reward, retain and incentivise employees, align the employees' interests with those of shareholders, and encourage performance and long-term value creation for shareholders.

The Company confirms that the issue of the December Options did not exceed the Company's available Listing Rule 7.1 capacity at the relevant time and was undertaken in compliance with the ASX Listing Rules.

#### 4.2. Terms of December Options

The December Options were granted for no cash consideration. Each December Option will be converted to one fully paid ordinary share in the Company subject to the payment of the exercise price and the vesting conditions being satisfied.

Prior to their exercise, the December Options do not carry any right to receive dividends or to vote.

The December Option terms are summarised as follows:

##### 4.2.1. Number of Options to be Granted, Exercise Price, Vesting Conditions and Expiry Date

(a) Number of December Options:

ASX Security	Code	Security Description	Number	Exercise Price
	FLCAAI	OPTION EXPIRING 17-DEC-2032 EX \$0.115	2,000,000	\$0.115
	FLCAAJ	OPTION EXPIRING 17-DEC-2032 EX \$0.082	17,000,000	\$0.082

(b) Vesting Conditions:

- (i) Quarterly vesting in equal increments over a 4 year term with the earliest vesting date being 1 March 2026 until 1 December 2029, subject to employees continuous service.
- (ii) Accelerated Trigger Vesting whereby all remaining unvested Options will vest immediately without further action and become exercisable upon occurrence of a Trigger Event<sup>1</sup>. In addition, the Board shall have the discretion to vest the Options, in full or in

<sup>1</sup> **Trigger Event** means (i) the dispatch of a notice of meeting to consider a scheme of arrangement between the Company and its creditors or members or any class thereof pursuant to section 411 of the Australian Corporations Act; (ii) the service of a bidder's statement or a like document on the Company; (iii) the date upon which a person or a group of associated persons becomes entitled to voting power in more than 50% of the Company's Shares where such ability was not already held by a person associated with such person or group of associated persons; or (iv) any other similar circumstance which the Board reasonably considers would result in a change in control of the Company.

part, at any time provided however that the Board shall exercise such discretion in the same manner it does so to accelerate the vesting of options held by senior executives and Board members, so that any acceleration of the vesting of Options is the same as the acceleration of vesting of options of such executives and directors.

- (c) Expiry Date: 17 December 2032.

#### 4.2.2. No Voting Rights

The December Options do not confer:

- (a) the right to participate in any dividends paid by the Company;
- (b) a right to notices of general meetings of the Company, except as required by law;
- (c) a right to attend or speak at general meetings of the Company;
- (d) a right to vote at any general meetings of the Company; or
- (e) a right to participate in new issues of securities in the Company.

#### 4.2.3. Cessation of Employment/Engagement with the Company

Subject to the Board's absolute discretion, when the holders ceases their employment or engagement with the Company, the options (both vested and unvested) will lapse.

### 4.3. **Shareholder Approval under Listing Rules 7.4**

As noted above, the December Options expiring on 17 December 2032 (**Expiry Date**) were issued on 17 December 2025.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity 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 (**15% Capacity**).

The December Options issue does not fit without any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% Capacity in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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

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

To this end, this Resolution seeks shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the Issue of a total of 19,000,000 unlisted December Options will be excluded in calculating the Company's 15% Capacity in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the Issue of a total of 19,000,000 unlisted December Options will be included in calculating the Company's 15% Capacity in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) The 19,000,000 unlisted December Options in the Company were issued to the Company's employees.
- (b) The number and class of securities issued are:

- (i) 17,000,000 unlisted options with an exercise price of \$0.082 (8.2 cents) per option, expiring on the Expiry Date ; and
  - (ii) 2,000,000 unlisted options with an exercise price of \$0.115 (11.5 cents) per option, expiring on the Expiry Date.
- (c) A summary of the material terms of the unlisted December Options is set out above.
  - (d) The unlisted December Options were issued for nil consideration.
  - (e) The purpose of the issue was to appropriately reward, retain and incentivize employees, align employees' interests with those of shareholders, and encourage performance and long-term value creation for shareholders.

#### 4.4. Directors' Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

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

#### 4.5. Voting Exclusions

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the any persons who participated in the issue or who obtained a material benefit as a result of the transaction (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

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

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

### Resolution 5: Approval to Grant Options to Thomas Pokorsky (and/or his nominee)

#### 5.1. Background

This Resolution seeks Shareholder approval to issue 3,500,000 unlisted options (the **Pokorsky Options**) at an exercise price of \$0.115 per option to Thomas Pokorsky as partial consideration for his advisory services (the **Pokorsky Issuance**).

Mr Pokorsky served as the Chief Executive Officer and Managing Director of the Company until 30 December 2025. Following his retirement from that role, Mr Pokorsky has continued to engage with and support the Company in an advisory capacity.

The proposed issue of options is intended to form part of the consideration payable to Mr Pokorsky for the provision of his advisory services to the Company.

The Company considers the proposed issue of the Pokorsky Options to be an appropriate and effective mechanism to remunerate Mr Pokorsky for his ongoing advisory contributions, while aligning his interests with those of shareholders and supporting the Company's long-term value creation objectives.

## 5.2. Terms of Options

The Pokorsky Options will be granted for no cash consideration. Each Pokorsky Option will be converted to one fully paid ordinary share in the Company subject to the payment of the exercise price and the vesting conditions being satisfied. Prior to their exercise, the Pokorsky Options do not carry any right to receive dividends or to vote.

The proposed Pokorsky Options terms are summarised as follows.

### 5.2.1. Number of Options to be Granted, Exercise Price, Vesting Conditions and Expiry Date

- (a) Number of Pokorsky Options – 3,500,000;
- (b) Issue Date – As promptly as possible following Shareholder approval;
- (c) Exercise Price per Option – AUD \$0.115;
- (d) Vesting Conditions:
  - (i) Options vest quarterly in equal increments of 218,750 beginning on March 31, 2026 and every three (3) months thereafter; and
  - (ii) Accelerated Trigger Vesting whereby all remaining unvested Pokorsky Options will vest immediately without further action and become exercisable upon occurrence of a Trigger Event<sup>2</sup>. In addition, the Board shall have the discretion to vest the Pokorsky Options, in full or in part, at any time provided however that the Board shall exercise such discretion in the same manner it does so to accelerate the vesting of options held by senior executives and Board members, so that any acceleration of the vesting of Pokorsky Options is the same as the acceleration of vesting of options of such executives and directors.
- (e) Expiry Date – Seven (7) years from the Issue Date.

### 5.2.2. No Voting Rights

The Pokorsky Options do not confer:

- (a) the right to participate in any dividends paid by the Company;
- (b) a right to notices of general meetings of the Company, except as required by law;
- (c) a right to attend or speak at general meetings of the Company;
- (d) a right to vote at any general meetings of the Company; or
- (e) a right to participate in new issues of securities in the Company.

### 5.2.3. Cessation of Engagement with the Company

Subject to the Board's absolute discretion, when Mr. Pokorsky ceases his engagement with the Company, the Pokorsky Options (both vested and unvested) will lapse.

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<sup>2</sup> **Trigger Event** means (i) the dispatch of a notice of meeting to consider a scheme of arrangement between the Company and its creditors or members or any class thereof pursuant to section 411 of the Australian Corporations Act; (ii) the service of a bidder's statement or a like document on the Company; (iii) the date upon which a person or a group of associated persons becomes entitled to voting power in more than 50% of the Company's Shares where such ability was not already held by a person associated with such person or group of associated persons; or (iv) any other similar circumstance which the Board reasonably considers would result in a change in control of the Company.

### 5.3. ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

*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 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 Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the acquisition should be approved by its shareholders, unless it obtains the approval of its shareholders.*

The Pokorsky Issuance falls within Listing Rules 10.11.1 above, as the proposed recipient of the Pokorsky Options was the Company's Chief Executive Officer (**CEO**) and Managing Director (**MD**) within the past 6-month period. Mr Pokorsky retired from the CEO and MD position on 30 December 2025 and has remained with the Company in an advisory role. The Pokorsky Issuance does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

This Resolution seeks the required shareholder approval to the Pokorsky Issuance under and for the purposes of Listing Rule 10.11.

If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

### 5.4. Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless one of the exceptions set out in Chapter 2E applies or shareholders have approved the giving of the financial benefit in accordance with the procedures set out in sections 217 to 227 of the Corporations Act.

The issue of the Pokorsky Options constitutes the giving of a "financial benefit" for the purposes of Chapter 2E of the Corporations Act.

A "related party" is defined widely in section 228 of the Corporations Act and includes a director or former director of a public company who has been a director at any time within the previous six months. As Mr Pokorsky was the Managing Director of the Company until 30 December 2025, he is a "related party" under section 228(2)(b) of the Corporations Act for the six-month period following his retirement from that role.

The Board is of the opinion that the Pokorsky Options are reasonable remuneration for his activities as adviser to the Company.

### 5.5. Disclosures for the Purposes of ASX Listing Rule 10.13

The following disclosures are made for the purposes of ASX Listing Rule 10.13:

- (a) The name of the allottee is Thomas Pokorsky (or his nominee(s)).
- (b) The proposed allottee falls within ASX Listing Rule 10.11.1, as he was the CEO and MD within the past 6-month period, and is therefore a related party of the Company.
- (c) The number and class of securities to be issued are 3,500,000 unlisted options with an exercise price of \$0.115 per option, expiring seven (7) years from the date of issue.
- (d) The material terms of the Pokorsky Options are summarised above.

- (e) the Pokorsky Options will be issued no later than one month after the date of the Meeting.
- (f) The Pokorsky Options will be issued for nil consideration but in partial satisfaction of the Company's obligation to pay Mr Pokorsky's for his provision of advisory services to the Company. No cash consideration will be payable on grant, and the options will have a nil issue price.
- (g) The purpose of the Pokorsky Options is to partially pay Mr Pokorsky for his advisory services pursuant to the engagement terms between the Company and Mr Pokorsky's. Any funds received upon exercise of the Pokorsky Options will be applied to the working capital requirements of the Company at the time of exercise.
- (h) Mr Pokorsky entered into an agreement with the Company on 30 December 2025 to serve as an Advisor to the CEO and Board for which he is compensated US\$100,000 per year. The agreement may be terminated by either party at any time.
- (i) A summary of the other material terms between the Company and Mr Pokorsky's under the agreement to grant Mr Pokorsky the Pokorsky Options is set out below:
  - (i) Cashless Exercise: Instead of paying the Exercise Price in cash, the holder may elect, upon exercise of Pokorsky Options, to receive a reduced number of resulting shares equal in value to the *in-the-money* portion of the options, after offsetting the exercise price.
  - (ii) Restrictions on Transfer: A Pokorsky Option may not be transferred or assigned, except that if the holder has died or the holder's estate is liable to be dealt with under laws relating to mental health.

#### **5.6. Effect of Passing or Not Passing this Resolution**

If this Resolution is passed, the Company will be able to proceed with the Issue of the Pokorsky Options and Thomas Pokorsky will receive the number of Pokorsky Options set out above, with the increase in his securities holding as described above.

If this Resolution is not passed, the Company will not be able to proceed with the Issue of the Pokorsky Options and Thomas Pokorsky will not receive the Pokorsky Options or have the securities holdings increase as described above and the Company will consider paying Thomas Pokorsky's additional cash in respect of his advisory services.

#### **5.7. Directors' Recommendation**

The Board recommends that Shareholders vote in favour of this Resolution.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 5.

#### **5.8. Voting Exclusions**

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

- (a) Thomas Pokorsky and any of his associates, regardless of the capacity in which the votes are cast;
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by being a shareholder in the Company).

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

- (a) a person acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) 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
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 6: Approval of the Fluence Corporation Omnibus Equity Incentive Plan**

### **6.1. Background - Fluence Corporation Omnibus Equity Incentive Plan**

The Company's Existing ESOP, adopted on 27 April 2020, has remained unchanged since its adoption. During this period the Company has undergone substantial growth. To reflect its current operations and amendments to the Corporations Act relating to employee incentive schemes, the Company has established a new employee incentive scheme titled Fluence Corporation Employee Incentive Plan (**Omnibus Equity Incentive Plan**).

The Omnibus Equity Incentive Plan enables the Company to issue various types of awards, including Shares, options, performance rights, restricted share units and other conditional rights to receive Shares to Eligible Participants. The Omnibus Equity Incentive Plan also reflects changes to the Corporations Act and other improvements over the Existing Plan which together the Board considers warrant the adoption of the Omnibus Equity Incentive Plan to replace the Existing Plan, as opposed to making various piecemeal amendments to the Existing Plan.

A summary of the Omnibus Equity Incentive Plan, to be approved pursuant to Resolution 6, is set out in Annexure A – Summary of Material Terms of Omnibus Equity Incentive Plan.

The objective of the Omnibus Equity Incentive Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Omnibus Equity Incentive Plan and the future issue of awards under the Omnibus Equity Incentive Plan will provide Eligible Participants with the opportunity to participate in the future growth of the Company.

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2, Exception 13, to adopt the Omnibus Equity Incentive Plan and enable awards to be issued under the Omnibus Equity Incentive Plan to Eligible Participants to be exempted from Listing Rule 7.1 for a period of three years from the date on which Resolution 6 is passed, further described below.

Upon adoption of the Omnibus Equity Incentive Plan, the Company will not make any further grants under the Existing Plan. Securities previously issued under the Existing Plan will continue to be governed by the terms and conditions of the Existing Plan until they are exercised, lapse, or are otherwise dealt with in accordance with the terms of the Existing Plan.

### **6.2. Background - Issue of securities under the Omnibus Equity Incentive Plan**

ASX Listing Rule 7.1 imposes a limit on the number of equity securities which the Company can issue in a given 12-month period without prior shareholder approval. If Shareholders approval is obtained in accordance with ASX Listing Rule 7.2 Exception 13, the number of equity securities issued under the approved employee incentive scheme will be exempted from being counted towards the Company's issuing capacity.

The Company therefore seeks approval to issue securities under the Company's Omnibus Equity Incentive Plan for the purpose of ASX Listing Rule 7.2 Exception 13 so that the securities issued under the Plan for the next three (3) years do not impede the issuing capacity under ASX Listing Rule 7.1.

Approval is sought to issue up to 57,146,608 equity securities (being 5% of the total issued Shares as at the date of this Notice) under the Omnibus Equity Incentive Plan. This maximum amount is not intended to be a prediction of the actual number of securities to be granted under the Plan, but is simply a maximum number for the purposes of ASX Listing Rule 7.2 (Exception 13) to allow the Company to grant up to the threshold amount over the three (3) years period without reducing its placement capacity under ASX Listing Rule 7.1. Any

additional issues under the Plan above that number would be made using the Company's placement capacity under ASX Listing Rule 7.1.

The Board is committed to incentivising and retaining the Company's Directors, employees and consultants in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

No directors or their associates can or will be issued securities under the Plan unless shareholder approval of specific issues to them is obtained.

A copy of the Omnibus Equity Incentive Plan rules is available to Shareholders free of charge upon request made to the Company Secretary.

### **6.3. ASX Listing Rules Chapter 7**

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 Exception 13(b), which provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within three (3) years before the date of issue, shareholders have approved the issue of securities under that incentive scheme. The Company wishes to preserve the flexibility to use the 15% Capacity for the next three (3) years for issuing securities that are not related to the Plan. Shareholder approval is sought to obtain such approval in accordance with Exception 13(b) of ASX Listing Rule 7.2 for the next three (3) years and to enable the Company to subsequently issue equity securities under the Plan for three (3) years after the Meeting, without using the Company's 15% Capacity.

The following disclosures are made for the purposes of ASX Listing Rule 7.2 Exception 13(b):

- (a) A summary of material terms of the Plan is set out in Annexure A – Summary of Material Terms of Omnibus Equity Incentive Plan.
- (b) The last approval under Listing Rule 7.2 Exception 13(b) was obtained at the Company's 2023 Annual General Meeting held on 25 May 2023, the number of securities issued under the scheme since the date of the last approval is: 32,500,000.
- (c) The maximum number of equity securities proposed to be issued under the Plan following the approval of this Meeting is: 57,146,608 (being 5% of the Company's issued share capital as at the date of this Notice).

If this Resolution is approved, the Company will be able to issue equity securities under the Plan to Eligible Participants over a period of next three (3) years and those equity securities will not count towards the Company's 15% Capacity applicable at the relevant time.

If this Resolution is not passed, the Company may (subject to the Listing Rules and applicable law) issue equity securities under the Plan, however those securities will be taken into account when calculating whether the 15% Capacity under Listing Rule 7.1 has been reached.

### **6.4. Corporations Act**

Approval is also sought under this Resolution for the purposes of sections 259B(2) and 260C(4) of the Corporations Act.

#### **Approval for the purposes of the Corporations Act – Taking Security**

Section 259B of the Corporations Act provides that a company may not take security over its own shares. Section 259B(2) of the Corporations Act includes a special exemption to the basic rule for employee share plans that have been approved by a resolution passed at a general meeting of the company.

The Omnibus Equity Incentive Plan provides for the Company to take security over shares issued under the Omnibus Equity Incentive Plan, and to place restrictions on transfer and voting which may also constitute taking security over its own shares.

Accordingly, the Board has recommended that Shareholders approve the Omnibus Equity Incentive Plan to ensure that the Omnibus Equity Incentive Plan qualifies for the special exemption under section 259B(2) of the

Corporations Act in order to allow it to operate freely and enable the Company to take full advantage of its terms and impose appropriate restrictions over awards under the Omnibus Equity Incentive Plan while those awards are still subject to its terms.

### **Approval for the purposes of the Corporations Act – Financial Assistance**

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
  - (i) the interests of the company or its shareholders; or
  - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B; or
- (c) the assistance is exempted under section 260C.

Section 260C of the Corporations Act provides for certain specific instances of exempted financial assistance, including a special exemption for employee share schemes that have been approved by a resolution passed at a general meeting of the company (section 260C(4)).

The Omnibus Equity Incentive Plan allows for the Company to provide loans to acquire Shares along with other provisions which may constitute giving financial assistance to acquire Shares. This is the provision of financial assistance by the Company for the purposes of section 260A.

Whilst the Board does not believe that the provision of this financial assistance will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors, the Board has recommended that Shareholders approve the Omnibus Equity Incentive Plan to ensure that the Omnibus Equity Incentive Plan qualifies for the special exemption under section 260C(4) of the Corporations Act.

### **Effect of Resolution 6**

The effect of passing Resolution 6 will be to allow the Company to offer loans to Eligible Participants (if desired) to acquire Shares under the Omnibus Equity Incentive Plan (thereby offering financial assistance to Eligible Participants under the Omnibus Equity Incentive Plan without having to obtain further Shareholder approval) as well as take security over those Shares to secure the repayment of those loans (thereby acquiring an interest in its own securities) and allow the Omnibus Equity Incentive Plan to operate to its full capacity.

If Resolution 6 is not passed, the Company can still grant rights and issue associated underlying Shares under the Omnibus Equity Incentive Plan, but the Board will have to consider the application of the financial assistance and taking of security over own shares rules each time it looks to make an award under the Omnibus Equity Incentive Plan, particularly if a loan is involved, which will add to the administrative burden and cost associated with the Omnibus Equity Incentive Plan.

#### **6.5. Directors' Recommendation**

The Board recommends that shareholders vote in favour of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

#### **6.6. Voting Exclusions**

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

- (a) a person who is eligible to participate in the Plan or any associates of that person; or
- (b) a KMP, or any of their closely related parties.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form;

- (b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form to vote as the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 7: Approval of 10% Placement Capacity**

### **7.1. Background**

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue equity securities under the 10% Placement Facility (as defined below). The effect of this resolution is to allow the Directors to issue equity securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Capacity under Listing Rule 7.1.

### **7.2. ASX Listing Rules**

#### **7.2.1. Listing Rules 7.1 & 7.1A**

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 increase this 15% Capacity by an extra 10% (**10% Placement Facility**) to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity. Note however that if, on the date of this Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

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

#### **7.2.2. Placement Period**

If Shareholders approve the 10% Placement Facility under Listing Rule 7.1A, such approval of the 10% Placement Facility will commence on the date of this AGM and expire on the first to occur of the following:

- (a) the date that is 12 months after the date of this AGM;
- (b) the time and date of the Company's next AGM; and
- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (the **10% Placement Period**).

The Company will only issue and allot the equity securities approved under the 10% Placement Facility during the 10% Placement Period.

### 7.2.3. Effect of Passing this Resolution

If Shareholders pass this Resolution, the number of equity securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below) and the Company will be able to issue equity securities up to a combined 25% of the Shares on issue without further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue equity securities provided under Listing Rule 7.1A without Shareholder approval and will remain limited by the 15% Capacity to issue equity securities.

### 7.2.4. Formula for Calculating the 10% Placement Facility – Listing Rule 7.1A.2

The maximum number of equity securities that may be issued by the Company under the 10% Placement Facility pursuant to Listing Rule 7.1A.2 is calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of Shares on issue at the commencement of the “**Relevant Period**” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

- plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- plus the number of fully paid shares issued in the Relevant Period on the conversion of convertible securities within Rule 7.2 exception 9 where:
  - i) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
  - ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Rule 7.1 or Rule 7.4;
- plus the number of fully paid shares issued in the Relevant Period under an agreement to issue securities within Rule 7.2 exception 16 where:
  - i) the agreement was entered into before the commencement of the Relevant Period; or
  - ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Rule 7.1 or Rule 7.4;
- plus the number of fully paid shares issued in the Relevant Period with approval of holders of shares under Listing Rules 7.1 or 7.4;
- plus the number of partly paid shares that became fully paid in the Relevant Period; and
- less the number of fully paid shares cancelled in the Relevant Period.

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been approved by Shareholders under Listing Rule 7.4.

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula stated above.

### 7.2.5. Type and Number of Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as of 11 March 2026, has on issue one class of quoted equity securities, being Shares as follows:

ASX Security Code and Description	Total Number
FLC: Ordinary Fully Paid	1,142,932,157

**7.2.6. Minimum Issue Price and Cash Consideration – Listing Rule 7.1A.3**

The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

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

**7.2.7. Purpose of the Funds Raised**

The purposes for which the funds raised by an issue under the 10% Placement Facility may be used by the Company include, without limitation:

- (a) consideration for the acquisition(s) of new assets and investments, including the expenses associated with such acquisition(s); and
- (b) continued expenditure on the Company's current business and/or general working capital.

**7.2.8. Risk of Economic and Voting Dilution**

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the voting power of existing Shareholders in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's equity securities may be lower or significantly lower on the date of the issue of the equity securities than on the date of this AGM; and
- (b) the equity securities may be issued at a price that is at a discount 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 Company by the issue of the equity securities.

The dilution table below shows the hypothetical dilution of existing Shareholders on the basis of the market price of Shares as of 11 March 2026 (**Current Share Price**) and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as of the date of this Notice of Meeting.

The dilution table also shows:

- (a) Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval or for which Shareholder approval has already been obtained (for example, a pro rata entitlements issue, scrip issued under a takeover offer or the issue of Shares upon conversion of a convertible security such as the exercise of an option) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) Two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

This dilution table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of equity securities available under the 10% Placement Facility;
- (b) No convertible security is exercised and converted into Share before the date of the issue of the equity securities;
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
- (e) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% Capacity under Listing Rule 7.1;
- (f) The issue of equity securities under the 10% Placement Facility consists only of Shares; and
- (g) The Current Share Price is \$0.078 being the closing price of the Shares on ASX on 11 March 2026.

*Dilution Table*

Variable 'A' in Listing Rule 7.1A.2	Dilution Scenario	Issue Price		
		50% decrease in Current Share Price \$0.039	Current Share Price \$0.078	100% increase in Current Share Price \$0.156
<b>Current Variable A</b> 1,142,932,157 Shares	10% Voting Dilution	1,142,932,157 Shares		
	Funds raised	\$44,574,354	\$89,148,708	\$178,297,416
<b>50% increase in current Variable A</b> 1,714,398,236 Shares	10% Voting Dilution	1,714,398,236 Shares		
	Funds raised	\$66,861,531	\$133,723,062	\$267,446,124
<b>100% increase in current Variable A</b> 2,285,864,314 Shares	10% Voting Dilution	2,285,864,314 Shares		
	Funds raised	\$89,148,708	\$178,297,416	\$356,594,833

### 7.2.9. Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities under the 10% Placement Facility will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (b) the effect of the issue of the equity securities on the control of the Company;

- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as of the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

#### **7.2.10. Previous Issue**

The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12-month period preceding the date of this Meeting. The Company had not agreed, before the 12 month period referred to in the preceding paragraph, to issue any Equity Securities under Listing Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

#### **7.3. Special Resolution**

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

#### **7.4. Directors Recommendation**

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

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

#### **7.5. Voting Exclusions**

As of the date of dispatch of this Notice, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

## GLOSSARY

<b>\$</b>	unless it is otherwise indicated, means Australian Dollars.
<b>15% Capacity</b>	has the meaning as defined in the Statement for Resolution 4.
<b>10% Placement Facility</b>	has the meaning as defined in the Statement for Resolution 7.
<b>10% Placement Period</b>	has the meaning as defined in the Statement for Resolution 7.
<b>AEST</b>	means Australian Eastern Standard Time.
<b>AGM</b>	means the Annual General Meeting of the Company to be held on Friday, 29 May 2026 (or any adjournment thereof).
<b>Annual Report</b>	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2025.
<b>ASX</b>	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rule or Listing Rule</b>	means ASX Listing Rules published and maintained by ASX Limited.
<b>Auditor's Report</b>	means the auditor's report on the Financial Report.
<b>Board</b>	means of the board of Directors of the Company.
<b>Chairman or Chair</b>	means the person appointed to chair the AGM.
<b>Closely Related Party</b>	has the meaning given to this term under Section 9 of the Corporations Act.
<b>Company</b>	means Fluence Corporation Limited ACN 127 734 196.
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Directors Report</b>	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities
<b>EDT</b>	means United States Eastern Daylight Time.
<b>Eligible Participant</b>	has the meaning given to that term in Annexure A.
<b>Equity Interests</b>	has the meaning given to this term under ASX Listing Rule 19.12.
<b>Equity Security</b>	has the meaning given to this term under ASX Listing Rule 19.12.
<b>ESOP</b>	means the Company's Employee Share Option Plan.
<b>Exception 13(b)</b>	means the issue of securities under an employee incentive scheme in accordance with Listing Rule 7.2, Exception 13(b).
<b>Financial Report</b>	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Key Management Personnel or KMP</b>	has the meaning given to this term under Section 9 of the Corporations Act.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice of Meeting.
<b>Notice of Meeting or Notice</b>	means this Notice of AGM for the Company, including the attached notes and the Statements.

<b>Omnibus Equity Incentive Plan</b>	means the Fluence Corporation Employee Incentive Plan (Omnibus Equity Incentive Plan), the terms of which are summarised in Annexure A
<b>Proxy Form or Voting Form</b>	means the proxy form attached to the Notice.
<b>Remuneration Report</b>	means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 31 December 2025 and which is set out in the 2025 Annual Report.
<b>S&amp;P/ASX 300 Index</b>	means the S&P/ASX 300 Index as published by Standard & Poor's from time to time.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the shareholder of the Company.
<b>Statement</b>	means the explanatory statement which forms part of the Notice of Meeting.
<b>Trading Day</b>	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
<b>VWAP</b>	means volume weighted average price.

## Annexure A – Summary of Material Terms of Omnibus Equity Incentive Plan

Item	Description
<b>Eligible Participant</b>	<p>(a) Where that person is located in Australia:</p> <ul style="list-style-type: none"> <li>(i) an employee or director of, or an individual who provides services to, the Company;</li> <li>(ii) an employee or director of, or an individual who provides services to, an associated entity of the Company, where that associated entity is a body corporate; or</li> <li>(iii) a prospective person to whom subparagraph (i) or (ii) may apply; or</li> </ul> <p>(b) A person (in any location other than Australia) who has been determined by the Board to be eligible to participate in the Plan from time to time.</p>
<b>Plan Securities</b>	<p>Plan Securities issued under the Omnibus Equity Incentive Plan consist of restricted or unrestricted shares (<b>Plan Shares</b>), or rights to acquire shares (<b>Plan Rights</b>) (together, <b>Plan Securities</b>). Plan Rights include options, performance rights, restricted share units or such other securities convertible into the capital of the Company and of a similar nature to an option, performance right or restricted share unit, which the Board approves for issue under the Omnibus Plan.</p>
<b>Grant of Plan Securities</b>	<p>Subject to the Omnibus Equity Incentive Plan rules (<b>Plan Rules</b>), any applicable laws or the Listing Rules, the Board may from time to time make an invitation (<b>Invitation</b>) to any Eligible Participant which must include (among other things) certain information set out in the Plan Rules.</p> <p>An Eligible Participant is required to give the Company a signed application form to accept the offer. If the Company accepts the application form, it may grant accepted Plan Securities to that participant.</p>
<b>Vesting Conditions</b>	<p>Vesting conditions are to be determined by the Board as part of each Invitation.</p> <p>The issue or transfer of Plan Shares on exercise of the options is subject to the satisfaction or waiver of any vesting conditions set out in the Invitation.</p> <p>Performance rights will vest based on selected measures of Company performance and service with the Company.</p> <p>Restricted Shares do not have vesting conditions and are fully vested at grant but are subject to transfer conditions.</p>
<b>Cap on Invitations</b>	<p>Unless the Board otherwise agrees, the Company must not make an Invitation to an Australian resident Eligible Participant where:</p> <ul style="list-style-type: none"> <li>(a) the number of Plan Securities the subject of the Invitation would cause the Company to exceed any 'Issue Cap' limits set out in the Corporations Act; or</li> <li>(b) the Eligible Participant has (or is expected to have at the issue date): <ul style="list-style-type: none"> <li>(i) a Relevant Interest (as defined in the Corporations Act) in more than 10% of the Shares on issue in the Company; or</li> </ul> </li> </ul>

	(ii) more than 10% of the voting rights attaching to shares in the Company.
<b>Lapse</b>	Plan Rights shall lapse in accordance with specific offer terms in the Invitation or events contained in the Plan Rules.
<b>Converting rights to shares</b>	<p>If a Plan Right (eg an option) is required to be exercised, the Eligible Participant can exercise the Plan Right by either paying the applicable exercise price or using a cashless exercise facility (if permitted). The cashless exercise entitles a participant to set-off the exercise price against the number of shares which the participant is entitled to receive on exercise of the applicable Plan Rights.</p> <p>Once a Plan Right is exercised, the Company will issue or transfer the Plan Shares to that participant.</p> <p>If a Plan Right (eg a performance right) is not required to be exercised, the Company will issue or transfer the Plan Shares to that participant on vesting.</p>
<b>Loans</b>	<p>The Board may, from time to time in its absolute discretion, offer eligible participants a loan solely for the purpose of acquiring Plan Shares, including for the purpose of paying the exercise price for any Plan Rights.</p> <p>Unless otherwise determined, loans provided under the Omnibus Equity Incentive Plan:</p> <ul style="list-style-type: none"> <li>(a) will be interest free;</li> <li>(b) not be offered to an Eligible Participant who is also a Shareholder;</li> <li>(c) secured by the Plan Shares and limited recourse to those Plan Shares; and</li> </ul> <p>unless determined otherwise, the loan period ends on the earlier of 10 years from the date it is provided, the date of a change in control in the Company, when the underlying shares are disposed of in accordance with the Rules, on termination of employment of the Eligible Participant or the date the parties otherwise agree in writing.</p>
<b>Transfer</b>	<p>Transfer of Plan Securities is restricted.</p> <p>Plan Rights are not ordinarily transferable and Plan Shares may only be transferred once any transfer conditions are satisfied or the shares are issued as unrestricted shares.</p>
<b>Rights of Participants</b>	<p><b>No conferred rights</b></p> <p>Participation in the Omnibus Equity Incentive Plan does not:</p> <ul style="list-style-type: none"> <li>(a) confer any right or entitlement if such right is subject to shareholder approval;</li> <li>(b) confer on an Eligible Participant the right to receive an invitation to participate in the Omnibus Equity Incentive Plan;</li> <li>(c) confer on a participant the right to continue as an employee;</li> <li>(d) affect any right the Company may have to terminate the employment of a Participant; and</li> <li>(e) may not be used to increase damages in any action brought against the Company in respect of a termination.</li> </ul> <p><b>General meetings</b></p> <p>A participant is not entitled to attend or vote at general meetings of Shareholders as a holder of Plan Rights alone.</p> <p><b>New issues</b></p>

	<p>Eligible Participant are not entitled to participate in offers of new securities by the Company unless they have been issued shares on the exercise of the Plan Securities.</p> <p><b>Bonus issues</b></p> <p>Eligible Participants with Plan Rights yet to be exercised will be entitled to the benefit of any bonus issues by the Company as if the right had been issued by the date the Company determines bonuses.</p> <p><b>Reorganisation</b></p> <p>If there is a reorganisation of capital of the Company, then the rights of an Eligible Participant (including the underlying shares over which an option is exercisable) are to be changed to the extent necessary to comply with the Listing Rules applying to the reorganisation of capital at that time.</p>
<b>Change of Control</b>	<p>In the event of a Change of Control (as defined in the Plan Rules), the Board may:</p> <p>(a) give notice to the participants waiving all vesting conditions, performance conditions, and transfer conditions; and/or</p> <p>(b) determine how to deal with Plan Securities, including any one or more, or a combination, of the following:</p> <p>(i) the Plan Securities may be bought back;</p> <p>(ii) the Plan Rights may be cancelled;</p> <p>(iii) the Plan Securities must be exchanged for new securities;</p> <p>(iv) the Plan Rights which are vested options must be exercised in accordance with the Omnibus Equity Incentive Plan rules; and/or</p> <p>(v) the Plan Securities must be sold or transferred as part of the Change of Control.</p>
<b>Tax</b>	<p>Except as required by law, the Company is not responsible for any tax which may become payable by a participant in connection with rights or securities under the Omnibus Equity Incentive Plan. If the Company is obliged to collect taxes in respect of a participant the Company may collect those taxes from the participant by deducting those taxes from amounts due to the Eligible Participant or selling Plan Securities to satisfy the debt.</p>
<b>Administration</b>	<p>The Omnibus Equity Incentive Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the Omnibus Equity Incentive Plan).</p>
<b>Termination amendment and</b>	<p>The Omnibus Equity Incentive Plan may be terminated or suspended at any time by the Board if the termination or suspension does not adversely affect the rights of participants. The Board may also decide not to issue any new invitations at any time.</p>
<b>Clawback</b>	<p>If an Eligible Participant commits an "Event of Default" (as defined in the Plan Rules), the Board may require the Participant to transfer any Plan Shares to the Company at the lower of the price paid and the then market value.</p>
<b>No Hedging</b>	<p>An Eligible Participant must not enter into any arrangement to hedge or otherwise affect their economic exposure to any Plan Securities unless they are unrestricted Shares and then only in accordance with the securities trading policy.</p>
<b>Directors</b>	<p>Plan Securities may not be issued to Directors or their nominees under the Omnibus Equity Incentive Plan unless prior approval of the Company's</p>

	Shareholders has been obtained under the Corporations Act and the Listing Rules (to the extent required).
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**All correspondence to:**

-  **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
-  **By Fax** +61 2 9290 9655
-  **Online** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
-  **By Phone** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) Wednesday 27 May 2026**

### TO VOTE ONLINE

### BY SMARTPHONE

**STEP 1: VISIT** [www.votingonline.com.au/flcagm2026](http://www.votingonline.com.au/flcagm2026)

**STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone QR Reader App

**PLEASE NOTE:** For security reasons it is important you keep the above information confidential.

### TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) **OR** appoint a proxy to vote on your behalf (Section 2).

#### SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

#### SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two forms. On each form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

#### SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the Securityholder.

**Joint Holding:** where the holding is in more than one name, all the Securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### LODGE MENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore therefore by **10:00am (AEST) Wednesday 27 May 2026**. Any Voting Form received after that time will not be valid for the scheduled Meeting.

**Voting forms may be lodged using the enclosed Reply Paid Envelope or:**

-  **Online** [www.votingonline.com.au/flcagm2026](http://www.votingonline.com.au/flcagm2026)
-  **By Smartphone** Scan the QR Code
-  **By Fax** +61 2 9290 9655
-  **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited  
Level 8, 210 George Street,  
Sydney NSW 2000 Australia

**Your Address**  
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

**VOTING FORM**

**SECTION 1: DIRECT VOTING**

I/We being a Securityholder/s of **Fluence Corporation Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be **held virtually via internet webinar conferencing facility on Friday, 29 May 2026 at 10:00am (AEST), Thursday, 28 May 2026 at 8:00pm (US EDT)** and at any adjournment of that Meeting.

**SECTION 2: APPOINTMENT OF PROXY**

I/We being a Securityholder/s of **Fluence Corporation Limited** (Company) and entitled to attend and vote hereby appoint:  
 the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Securityholder ) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **held virtually via internet webinar conferencing facility on Friday, 29 May 2026 at 10:00am (AEST), Thursday 28 May 2026 at 8:00pm (US EDT)** at any adjournment or of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect **Resolutions 1 & 6**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 1 & 6**, are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including **Resolutions 1 & 6**). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**SECTION 3: VOTING DIRECTIONS**

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Nikolaus Oldendorff as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Paul Donnelly as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of 19,000,000 unlisted options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to grant options to Thomas Pokorsky (and/or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of the Fluence Corporation Omnibus Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Capacity (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

**SECTION 4: SIGN THE FORM**  
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary