

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting of

ECP EMERGING GROWTH LIMITED ("the Company")

ACN 167 689 821

will be held at

Location	Offices of ECP Asset Management, Level 4, The Pavilion 388 George Street, Sydney NSW 2000
Date	Wednesday 25 November 2026
Time	1.00 pm (AEDT)

ORDINARY BUSINESS

ITEM 1

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Annual Financial Reports and the reports of the Directors and Auditor for the year ended 30 June 2026.

ITEM 2

Resolution 1

ADOPTION OF DIRECTORS' REMUNERATION REPORT

To consider, and if in favour, to pass the following Resolution under section 250R(2) *Corporations Act (Cth)* (**Corporations Act**):

- 'That the Remuneration Report of the Directors for the financial year ended 30 June 2026 be adopted.'**

Note

This Resolution will be decided as if it were an ordinary resolution, but under section 250R(2) *Corporations Act* the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors abstain from making a voting recommendation on the resolution.

ITEM 3

Resolution 2

RE-ELECTION OF DIRECTOR

To consider, and if in favour, to pass the following as an ordinary Resolution:

- 'That Mr Murray d'Almeida, who retires by rotation under rule 19.3 of the Company's constitution, and being eligible, be re-elected as a Director.'**

Note:

Information about Mr d'Almeida is contained in the Explanatory Memorandum. **The Directors recommend that you vote in favour of this resolution.**

Voting Exclusion:

- (a) Key Management Personnel (**KMP**) whose remuneration details are contained in the Remuneration Report (and their Closely Related Parties) are restricted from voting on Resolution 1 under section 250R(4) Corporations Act.
- (b) KMP (or their Closely Related Parties) appointed as a proxy must not vote on a Resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on such a resolution.

By Order of the Board



Scott Barrett

Company Secretary

18 September 2026

NOTES:

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
 - (b) The proxy need not be a Shareholder. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
 - (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
 - (d) If the proxy form specifies the way the proxy is to vote on a particular Resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
 - (e) If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands.
 - (f) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
 - (g) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 1.00pm (AEDT) on Monday, 23 November 2026.
 - (h) If you have any problems accessing your Shareholder information or placing your vote, please contact Automic Share Registry on 1300 288 664 (within Australia) or on +61 (0)2 9698 5414 (outside Australia) during business hours. or email at **meetings@automicgroup.com.au**
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2026 ANNUAL GENERAL MEETING

Voting by Proxy

Proxies must be received before **1:00pm (AEDT) on Monday 23 November 2026**
by one of the following methods:

Automic Pty Ltd

By Post:	GPO Box 5193, SYDNEY NSW 2001
By Delivery:	Level 5, 126 Phillip Street, SYDNEY NSW 2000
Online:	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

Power of Attorney

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

Corporate Representatives

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

The Company reserves the right to declare invalid any proxy not received in this manner

2026 ANNUAL GENERAL MEETING EXPLANATORY NOTES

ITEM 1

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the report of the Directors, the Auditor's Report and the Financial Report be laid before the Annual General Meeting. In addition, the Company's constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the Annual General Meeting on the Financial Statements and Reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's Auditor, Augmented Audit Co Pty Ltd, if the question is relevant to:

- a) the content of the Auditor's Report; or
- b) the conduct of its audit of the Annual Financial Report to be considered at the meeting.

Note:

Under section 250PA(1) Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered on or before Monday 23 November 2026. Please send any written questions for Augmented Audit Co Pty Ltd to the Company at the address listed on the proxy form attached to this Notice.

ITEM 2

RESOLUTION 1: Adoption of Directors' Remuneration Report

The Corporations Act requires that the section of the Directors' report dealing with the remuneration of Directors, and the Company Secretary (**Remuneration Report**) be put to the vote of Shareholders for adoption.

The resolution of Shareholders is advisory only and **not binding** on the Company. However, if more than 25% of the votes cast on this Resolution are against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments.

If, at the following Annual General Meeting the Remuneration Report is voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second Annual General Meeting must resign and stand for re-election.

The Remuneration Report is in the 2026 Annual Report. It is also available on the Company's website: www.ecpam.com/emerging

EXPLANATORY NOTES *(Continued)*

ITEM 2 *(continued)*

THE REPORT:

- a) explains the Board's policies on the nature and level of remuneration paid to the Directors and Company Secretary within the Company;
- b) discusses the link between the Board's policies and the Company's performance;
- c) sets out the remuneration details for each Director;
- d) provides details on any service agreements, share based compensation arrangements and related party transactions; and
- e) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

As RESOLUTION 1 relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance, and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

ITEM 3

RESOLUTION 2: Re-election of Mr Murray d'Almeida

In terms of clause 19.3 of the Constitution at every Annual General Meeting, one third of the Directors must retire from office. A Director must retire from office at the conclusion of the third Annual General Meeting, after which the Director was elected or re-elected. A Director who is required to retire under this rule, retains office until the dissolution or adjournment of the meeting, at which the retiring Director retires. The Director to retire at an Annual General Meeting is the one who has been longest in office since the last election. The retiring Director is eligible for re-election.

Mr Murray d'Almeida is a Non-Executive Director and Shareholder of the Company. Murray d'Almeida has been in office since 2014. Further information regarding Mr d'Almeida's experience and qualifications is contained in the Directors' Report of the Annual Report 2026, which can also be viewed on the Company's website: www.ecpam.com/emerging

The Board (with Mr d'Almeida abstaining) unanimously supports the re-election of Mr Murray d'Almeida as a Director and recommends that Shareholders vote IN FAVOUR of RESOLUTION 2.