Notice of Annual General Meeting

ARTICORE GROUP LIMITED ACN 119 200 592

TIME:	10:00am (AEDT)
DATE:	Thursday, 29 October 2026
PLACE:	Virtually on the online platform at: https://meetings.lumiconnect.com/300-588-370-218

Important notice

This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of Articore Group Limited and to assist shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or comp.sec@articore.com.

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Notice of Annual General Meeting of Shareholders of Articore Group Limited

Notice is given that the annual general meeting of Shareholders of Articore Group Limited ACN 119 200 592 (the **Company**) will be held:

- on **Thursday, 29 October 2026** at **10:00am (AEDT)**
- virtually at https://meetings.lumiconnect.com/300-588-370-218.

Please see the Important Information section below for details.

Important Information

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Tuesday, 27 October 2026.

How to Vote

Online	By logging onto the website at https://www.votingonline.com.au/atgagm2026 and following the instructions on the Voting Form, or by scanning the QR code on the back of your Voting Form using a mobile device.
By post	By posting the Voting Form to the following address: Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia

By hand	By delivering the Voting Form in person to the following address between the hours of 9:00am and 5:00pm Monday to Friday (excluding public holidays): Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia
By fax	By faxing the Voting Form to +61 2 9290 9655.

Voting Methods

Voting prior to the meeting

In accordance with rule 37(e) of the Constitution, the Directors may, subject to law, determine that, at any general meeting, a member who is entitled to attend and vote on a resolution at the meeting is entitled to a direct vote in respect of that resolution. A 'direct vote' includes notice of a shareholder's voting intention delivered to the company by post, fax, electronic or other means approved by the Board and otherwise in accordance with the Constitution and regulations, rules and procedures made by the Board in accordance with rule 44(a) of the Constitution.

Shareholders may vote directly in their own capacity or appoint and direct a proxy how to vote or allow the proxy to exercise their discretion in voting online at https://www.votingonline.com.au/atgagm2026.

If you are a Shareholder entitled to attend and vote, you may appoint a proxy to attend and act on your behalf at the Meeting or to cast a direct vote in advance of the Meeting. A proxy need not be a shareholder of the Company and can be an individual or a body corporate. You may appoint a proxy either online at https://www.votingonline.com.au/atgagm2026 or by completing and submitting a Voting Form prior to the Meeting.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 7.10(m) of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you require an additional Voting Form, please contact the Share Registry at proxy@boardroomlimited.com.au.

You will need your holder identifier (SRN or HIN) and postcode.

You may also vote directly or appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form.

Even if you plan to attend the Meeting, you are still encouraged to submit a vote in advance of the Meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the Meeting).

Shareholders who submit direct votes prior to the Meeting will be deemed to have appointed the Chair as their proxy and representative for the purposes of determination of quorum.

Voting at the Meeting

Shareholders have the opportunity to attend and vote at the Meeting via the online platform where you will be able to vote and ask questions in real time. In accordance with rule 37(e) of the Constitution, the Board has determined that a Shareholder who is entitled to attend and vote at the Meeting may submit a vote during the Meeting via the online meeting platform provided by the Share Registry.

You can access the platform at https://meetings.lumiconnect.com/300-588-370-218.

More information regarding online participation at the Meeting including how to vote and ask questions is available in the Virtual Meeting Online Guide. That Guide is available at **https://articore.com/annual-general-meeting** and has been lodged with the ASX.

Voting by proxy

Proxies will be able to view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote
Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances
Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution, or is otherwise required under section 250JA, on the question that the Resolution be passed; and
- either of the following applies:
  - o the proxy is not recorded as attending the Meeting; or
  - o the proxy does not vote on the Resolution,

  the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should provide to the Company's share registry a properly executed letter or other document confirming its authority to act as the company's representative prior to the Meeting. A Certificate of Appointment of Corporate Representative form may be obtained from the Company's Share Registry or online at https://www.votingonline.com.au/atgagm2026.

Voting by attorney

Any shareholder may, by properly executed power of attorney, appoint an attorney to act on the shareholder's behalf at a general meeting. An attorney need not themselves be a shareholder. The attorney may be authorised to appoint a proxy for the shareholder granting the power of attorney.

The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

A certified copy of a power of attorney must be lodged with the Share Registry not later than 48 hours before the commencement of the meeting.

Business of the Annual General Meeting

Ordinary business

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2026, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"**THAT**, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2026."*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting exclusion statement in respect of this Resolution is set out at the back of the Explanatory Memorandum to this Notice of Meeting. The Chair intends to vote all undirected proxies in favour of this Resolution.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – NASEEMA SPARKS

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

*"**THAT** Naseema Sparks, having retired from office as a Director in accordance with Rule 48(c) of the Constitution and ASX Listing Rule 14.4, and being eligible, having offered herself for election, be elected as a Director of the Company."*

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

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUES OF SHARES PURSUANT TO ASX LISTING RULE 7.4

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

*"**THAT**, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 2,100,000 Shares to Pillar Custodial Services Pty Ltd ACN 097 300 377 as trustee of the Articore Group Limited Employee Share Trust on the terms and conditions as set out in the Explanatory Memorandum."*

A voting exclusion statement in respect of this Resolution is set out at the back of the Explanatory Memorandum to this Notice of Meeting. The Chair intends to vote all undirected proxies in favour of this Resolution.

5. RESOLUTION 4 – APPROVAL TO ISSUE EMPLOYEE INCENTIVE SECURITIES PURSUANT TO ASX LISTING RULE 7.1

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

*"**THAT,** for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Employee Incentive Securities under the Articore Group Long Term Incentive Plan, on the terms and conditions as set out in the Explanatory Memorandum."*

A voting exclusion statement in respect of this Resolution is set out at the back of the Explanatory Memorandum to this Notice of Meeting. The Chair intends to vote all undirected proxies in favour of this Resolution.

6. OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

Dated: 28 September 2026
By order of the Board

Harry Pratt
Company Secretary
Articore Group Limited

Explanatory Memorandum

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at **https://articore.com/reports-and-presentations.**

Shareholders will be given a reasonable opportunity to ask questions and make comments on the reports, and on the operations of the Company, and to ask questions of the auditor.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. If a Spill Meeting is convened, all of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting each person whose election or re-election as a director of the company was approved will continue as a director of the company.

2.3 Previous voting results

At the Company's previous annual general meeting, votes cast were strongly in favour of adoption of the Remuneration Report (96.62% in favour, 0.38% against). Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on Voting Form	Where no directions are given on Voting Form
Key Management Personnel[1]	Vote as directed	Unable to vote[3]
Chair[2]	Vote as directed	Able to vote at discretion of proxy if expressly authorised to do so under the Voting Form[4]

Person appointed as proxy	Where directions are given on Voting Form	Where no directions are given on Voting Form
Other	Vote as directed	Able to vote at discretion of proxy

Notes:

[1] Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.
[2] Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.
[3] Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
[4] The Voting Form notes that it is the Chair's intention to vote all undirected proxies in favour of all Resolutions, other than as indicated.

2.5 Board Recommendation

The Board unanimously recommends that you vote in favour of this Resolution.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – NASEEMA SPARKS

3.1 Election of Current Director - Naseema Sparks

Rule 48(c) of the Constitution provides that the Board may at any time appoint any person as a Director as an addition to the Board, and that a Director appointed under rule 48(c) (other than an exempt Managing Director) may hold office only until the end of the next annual general meeting of the Company and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.

In June 2025, the Company announced to ASX that, as part of its Board and executive renewal, the Board would conduct a formal search process to identify a suitable candidate to replace Ben Heap, who stepped down from the Board in June 2025.

As noted at that time, the Board sought an Australia-based individual suitable for the position as Chair of the Company's People, Remuneration and Nomination Committee. During the year, the Board identified and appointed Naseema Sparks as an independent Board appointee with the necessary skills and experience to fill this position.

In accordance with rule 48(c) of the Constitution, Ms Sparks, as a Director appointed by the Board during the year, will retire as Director at the Meeting and being eligible, will stand for election. If Resolution 2 is passed, Ms Sparks will continue to be a Director and remain on the Board. If Resolution 2 is not passed, Ms Sparks will cease to be a Director at the end of the Meeting.

Personal particulars for Ms Sparks are set out below.

Naseema Sparks

Naseema Sparks AM is an experienced non-executive director with deep expertise in scaling high-growth, consumer-facing technology businesses. She brings particular strength in customer strategy and organisational culture — capabilities that are central to Articore's strategic priorities as it enters its next phase of profitable growth.

Based in Australia, Naseema has served on the boards of several ASX-listed companies, including Australian Vintage Ltd (ASX: AVG), Blackmores Ltd, PMP Ltd and DealsDirect.com.au, and is currently chair of several private and pre-IPO companies.

3.2 Board Recommendations

The Board (other than Ms Sparks, who has abstained from making a recommendation on Resolution 2 due to her personal interest in the resolution) recommends that you vote in favour of Resolution 2. Each Director intends to vote their respective shareholdings in favour of these Resolutions.

4. RESOLUTION 3 AND RESOLUTION 4 – RATIFICATION AND APPROVAL OF ISSUES OF SECURITIES

4.1 General

On 3 September 2026, the Company issued 2,100,000 Shares to Pillar Custodial Services Pty Ltd ACN 097 300 377 as trustee of the Articore Group Limited Employee Share Trust (**EST**), as a top-up of the pool from which shares to be granted on exercise of convertible securities by employees under the Company's various equity incentive plans may be satisfied (**EST Shares**).

In addition, the Company proposes to issue SARs under the Company's Long Term Incentive Plan (**LTIP**) to various Group employees in about December 2026 (**Employee Incentive Securities**). The number of Employee Incentive Securities to be issued will be determined based on a formula that is based on the total agreed value of Employee Incentive Securities to be issued divided by a Black Scholes valuation based on the VWAP of the Company's shares over the 30 day period ending on the day before the grant date.

The following table illustrates:

(a) the number of Employee Incentive Securities that may be issued in about December 2026 based on the following hypothetical Black Scholes valuation modelling based on the 30 day VWAP, and a total value of Employee Incentive Securities $789,942 (being the expected total value of equity grants comprising the Employee Incentive Securities). The hypothetical 30 day VWAP figures shown are the 30 day VWAP as at 7 September 2026, and an increase and decrease of 20% on that price; and

(b) the numbers of Shares which may be issued where Employee Incentive Securities subsequently vest and are settled via an issue or transfer of Shares on exercise, should the Company elect not to settle the exercise in cash.

	30 day VWAP as at the day before the grant date		
	AU$0.3099	**AU$0.3874**	**AU$0.4649**
	Black Scholes valuation based on 30 day VWAP		
	AU$0.2324	**AU$0.2906**	**AU$0.3487**
Number of Employee Incentive Securities to be issued	3,399,062	2,718,314	2,265,391
	Total number of Shares which may be issued or transferred on exercise		
Increase in Share price at exercise date vs 30 day VWAP as at the day before the grant date			
50%	1,133,021	906,105	755,130
100%	1,699,531	1,359,157	1,132,696
200%	2,266,041	1,812,209	1,510,261

The Company issued the EST Shares under its 15% Placement Capacity. The issue of the EST Shares did not breach ASX Listing Rule 7.1.

Under Resolution 3, the Company is seeking Shareholder ratification of the issue of the EST Shares pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue that number of securities under its 15% Placement Capacity in the future.

Under Resolution 4, the Company is seeking Shareholder approval for the issue of the Employee Incentive Securities under the LTIP for the purposes of ASX Listing Rule 7.1, so that those securities will be excluded from the calculation of the Company's 15% Placement Capacity.

4.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, subject to certain exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval over any 12-month period to 15% of the total of the number of shares the company had on issue at the start of the 12-month period (**15% Placement Capacity**).

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, securities, provided the issue did not breach ASX Listing Rule 7.1 at the time of issue. If Shareholders do provide approval, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that Rule.

At the time of the issue of securities the subject of Resolution 3, the issue did not fall within any exception in ASX Listing Rule 7.2. As the issue has not yet been approved by Shareholders, the issued securities are currently using up a part of the Company's 15% Placement Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue.

By contrast, Resolution 4 seeks Shareholder approval prospectively for the issue of Employee Incentive Securities under ASX Listing Rule 7.1.

If Resolution 3 is passed, the EST Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities the Company can issue without obtaining Shareholder approval over the 12-month period following the issue date of the EST Shares. If Resolution 3 is not passed, the EST Shares will continue to be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over that period.

If Resolution 4 is passed, the issue of the Employee Incentive Securities will be approved for the purposes of ASX Listing Rule 7.1 and those securities will be excluded from the calculation of the Company's 15% Placement Capacity. If Resolution 4 is not passed, the Company may still issue the Employee Incentive Securities, provided the issue is made within the Company's available placement capacity under ASX Listing Rule 7.1 or otherwise in accordance with the ASX Listing Rules.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rule 7.1 if circumstances require and, accordingly, seek Shareholders' approval of the ratification of the issue of Shares to the trustee of the EST as set out in Resolution 3, and approval for the issue of Employee Incentive Securities to various employees of the Company under the LTIP for the purposes of ASX Listing Rule 7.1 as set out in Resolution 4.

4.3 Summary of issue of Shares under Resolution 3

For the purpose of ASX Listing Rule 7.5, the following information is provided:

(a) the EST Shares were issued to Pillar Custodial Services Pty Ltd ACN 097 300 377 as trustee of the EST. No related parties of the Company or their Associates were allotted any EST Shares. The EST Shares are held by the EST for the purpose of satisfying the exercise of securities convertible into Shares by employees of the Company from time to time under the EIP;

(b) the number of EST Shares for which Shareholder ratification is being sought under Resolution 3 is 2,100,000;

(c) the EST Shares are fully paid ordinary shares in the Company;

(d) the EST Shares were issued on 3 September 2026;

(e) the EST Shares were issued at a price of $0.37 per Share, being the closing market price of Shares on 1 September 2026;

(f) the issue price of all of the EST Shares was funded by contributions made to the EST by the Company in accordance with the terms of the trust deed in respect of the EST, resulting in no funds being raised by the issue of the EST Shares. All funds contributed to the EST in respect of the subscription price for the EST Shares were remitted to the Company on issue of the EST Shares; and

(g) a voting exclusion statement is included in this Notice.

4.4 Summary of the issue of Employee Incentive Securities under Resolution 4

For the purposes of ASX Listing Rule 7.3, the following information is provided:

(a) the Employee Incentive Securities the subject of Resolution 4 are proposed to be issued to various Articore Group employees under the LTIP, including the Group CFO, Derek Yung, being a member of the Company's key management personnel, in his capacity as an executive employee of the Company;

(b) the number of Employee Incentive Securities for which Shareholder ratification is being sought under Resolution 4 is based on the formula set out in section 4.1 of this Explanatory Memorandum;

(c) the Employee Incentive Securities will be issued on the terms set out below, and otherwise on the terms set out in the EIP as summarised in Annexure A:

	Terms of SARs
Share price upon which appreciation is measured (Issue Price)	Price equal to the 30 Day VWAP immediately prior to the grant date. The total value (based on the closing price of Shares on the day prior to exercise) exceeding the aggregate Issue Price of SARs may, following vesting, be exercised into Shares or paid in cash, at the Company's discretion.
Valuation	Calculated by reference to the Black Scholes valuation using the 30 Day VWAP immediately prior to the grant date.
Instrument volatility	Calculated using the Company's share price history over prior 6 years or since listing.
Vesting	On achievement of vesting hurdles on the third anniversary of the grant date. 50% of the SARs will be subject to a target set by the Board based on Total Shareholder Return (**TSR**) from the grant date, where TSR is calculated as the total of the share price appreciation plus any dividends paid during the period. 50% of the SARs will be subject to an Operating EBITDA target set by the Board.
Testing point	1 October 2029
Exercise conditions	The holder of the SARs must be employed by the Company at time of vesting.
Board discretion at vesting	Subject to the ASX Listing Rules and applicable laws, the Board has unfettered discretion to determine any adjustment to Employee Incentive Securities at the time of vesting.
Holding Period	A holding period of 12 months applies to all vested securities, and any Shares issued on exercise of vested securities.
Treatment on employee's resignation, mutual separation and redundancy	The Board may determine that, where: • a Participant ceases to be an Employee as a result of a Good Leaver Event; and • the Participant was first granted securities under a long term incentive plan operated by the Company at least 3 years before the date on which they cease to be an Employee, any one or more of the following apply to any Unvested SARs that at the time of the Good Leaver Event are held by the Participant (as applicable to the circumstances): • some or all of those Unvested SARs continue to be subject to the Performance Conditions applicable to those SARs; • the Performance Conditions applicable to some or all of those Unvested SARs will be assessed as at a date determined by the Board or are waived; • some or all of those Unvested SARs lapse.

	In making such determination, the Board will have regard to the proportion of the Performance Period in respect of the Participant's Awards that has elapsed as at the date on which they cease to be an Employee (with the default position being that all Unvested SARs comprised in an Award will lapse unless the Participant ceases employment at least one year after the date of grant of the Award). Except to the extent that the Board makes a determination otherwise in relation to a Participant pursuant to Rule 8.1(a) no later than one month after the date on which the Participant ceases to be an Employee as a result of a Good Leaver Event, all Unvested SARs that at the time of the Good Leaver Event are held by the Participant will continue to be subject to the applicable Performance Conditions.
Termination	Subject to any rights to retain SARs noted above, all unvested Employee Incentive Securities are forfeited on termination, subject to Board discretion to consider pro rata vesting (subject to all applicable laws and the ASX Listing Rules). Holding period remains on foot.
Expiration date	Vested SARs must be exercised on or before the date that is: • six years from the date of the grant ; • 90 days after vesting in the case of an employee's resignation or termination before vesting; or • 90 days after resignation or termination in the case of vesting before an employee's resignation or termination, unless the Board determines otherwise.

(d) the Employee Incentive Securities are expected to be issued in about December 2026 following determination of individual employee equity grants and offer documentation, and an any case will be issued no later than the date which is three months after the Meeting;

(e) all Employee Incentive Securities will be issued for nil consideration as incentives under the Articore Group Equity Incentive Plan, and as such, the Company will not receive any cash consideration for their issue;

(f) all Employee Incentive Securities will be issued to Group employees in accordance with offer letters issued to the relevant employee, and/or pursuant to the Group employee's employment agreement; and

(g) a voting exclusion statement is included in this Notice.

4.5 Board Recommendation

The Board unanimously recommends that you vote in favour of each of Resolution 3 and Resolution 4. Each Director intends to vote their respective shareholdings in favour of each Resolution.

Glossary

$ means Australian dollars.

15% Placement Capacity has the meaning ascribed to it in section 4.2 of the Explanatory Memorandum.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

Annual Report means the annual financial report of the Company for the year ended 30 June 2026.

Associate has the meaning given to it in ASX Listing Rule 19.12.

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

ASX Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report contained in the Annual Report.

Board means the current board of Directors.

Chair means the chairperson of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

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

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;

(e) a company the member controls; or

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

Company or **Articore** means Articore Group Limited ACN 119 200 592.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Directors' Report means the directors' report contained in the Annual Report.

Employee Incentive Securities means the SARs the subject of Resolution 4.

EST means the Articore Group Limited Employee Share Trust.

EST Shares means the Shares the subject of Resolution 3.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Group means the Company and its subsidiaries.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

LTIP means the Company's Long Term Incentive Plan, as governed by the LTIP Rules.

LTIP Rules means the Long Term Incentive Plan Rules of the Company dated October 2025.

Meeting or **Annual General Meeting** means the meeting convened by the Notice.

Notice or **Notice of Annual General Meeting** means this notice of Annual General Meeting, including the Explanatory Memorandum and the Voting Form.

Ordinary Resolution means that more than 50% of votes cast by Shareholders eligible to vote and present at the Meeting (personally, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

Related Party has the meaning given to it in ASX Listing Rule 19.12.

Remuneration Report means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

Resolution means a resolution set out in the Notice.

Restricted KMP Voter is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

SAR means a Share Appreciation Right issued by the Company under the LTIP.

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

Share Registry means the share registry of the Company, being Boardroom Pty Limited.

Shareholder means a holder of a Share.

Spill Meeting has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

Spill Resolution has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

Voting Form means the proxy form accompanying the Notice.

VWAP means volume weighted average price.

Annexure A – Summary of Long Term Incentive Plan

The Group grants long-term incentive awards to eligible personnel under the Articore Group Limited Long Term Incentive Plan Rules (October 2025) (the **LTI Plan Rules** or **LTIP**).

Under the LTIP, the Company may grant Share Appreciation Rights (**SARs**). A SAR is a conditional right, subject to the LTI Plan Rules and the applicable Grant Notice, to be allocated a variable number of Shares or to receive a cash equivalent payment. The value delivered on exercise is calculated by reference to the appreciation in the Market Value of a Share above the applicable Notional Exercise Price.

The key terms of the LTI Plan are summarised below.

Eligibility	The Board may grant SARs to an Eligible Employee selected by it. Eligible Employees are full-time or permanent part-time employees of a Group Company, non-executive Directors of the Company and contractors engaged at a level equivalent to at least 40% of a comparable full-time position, whom in each case the Board determines to issue a Grant Notice. The Board determines which eligible persons participate in the LTIP and the terms of their Awards, subject to the LTIP Rules and applicable law.
Awards	An Award comprises the SARs the subject of a particular Grant Notice. The issue of a Grant Notice constitutes the grant of the SARs. Unless the recipient declines the grant by written notice or in another manner permitted by the Grant Notice, the recipient accepts the grant and agrees to be bound by the Grant Notice and the LTIP Rules. The Grant Notice ordinarily specifies the number of SARs (or the formula for calculating that number), the Notional Exercise Price, applicable Performance Conditions and Performance Periods, any Minimum Parcel, and any information required by law. Unless the Grant Notice provides otherwise, the Performance Period is the three-year period commencing on 1 July immediately before the date of the Grant Notice. The default Performance Conditions apply to the Award in two equal tranches: 50% subject to a share price performance condition and 50% subject to an EBIT performance condition. The vesting percentages at the applicable performance levels are specified in the Grant Notice. The Board may instead prescribe different or additional Performance Conditions, including a continued-employment condition. Each Award has a Notional Exercise Price specified in the Grant Notice, which is used to calculate the benefit delivered on exercise. For a US taxpayer, the Notional Exercise Price must be at least the fair market value of a Share underlying the Award on the applicable grant date, as determined by the Board.
Vesting and exercise	After each Performance Period, the Board determines whether and to what extent the applicable Performance Conditions have been satisfied or waived, and the number or proportion of SARs that vest or lapse. Fractions are rounded as specified in the LTIP Rules. Unless the Grant Notice or the Board provides otherwise, SARs that vest become Vested SARs on the date of the Board determination. A Vested SAR may be exercised during its Exercise Period by lodging a signed Exercise Notice in the manner prescribed or accepted by the Board. Any Minimum Parcel specified in the Grant Notice must be observed. If a Vested SAR is not validly exercised by the end of its Exercise Period, it is treated as automatically exercised immediately before the end of that period unless the participant has opted out.

Settlement and allocation	On exercise of a SAR, the Company will ordinarily allocate the variable number of Shares to which the participant is entitled under the Grant Notice and LTIP Rules, rounded down to the nearest whole Share. Shares may be issued by the Company or acquired on-market and transferred to the participant. The LTIP may be administered through an employee incentive plan trust. The Board may instead determine that a Vested SAR is cash-settled. The cash amount is calculated by reference to the Market Value of a Share, less the Notional Exercise Price and specified superannuation and tax-related amounts. If the calculation is negative, the amount is taken to be zero.
Shares, dividends and voting	Before Shares are allocated, a SAR does not give the participant any legal or beneficial interest in a Share. Shares issued under the LTIP rank equally with existing Shares, including for voting, dividends, bonus issues and rights issues. Those rights attach when the Shares are registered in the participant's name.
Quotation	The Company must apply for quotation on ASX of Shares issued under the LTIP as soon as practicable after issue, while Shares are quoted on ASX.
Cessation of employment	Where a participant ceases to be an Employee as a result of a Good Leaver Event and was first granted securities under a Company long-term incentive plan at least three years before cessation, the Board may determine that some or all Unvested SARs continue subject to their Performance Conditions, are assessed early or have those conditions waived, or lapse. In making that determination, the Board will have regard to the proportion of the Performance Period that has elapsed, with a stated default that all Unvested SARs lapse unless cessation occurs at least one year after the relevant grant. If the Board makes no determination within one month after cessation, the Unvested SARs continue subject to their Performance Conditions. Where cessation is for another reason, Unvested SARs generally lapse on the day after the one-month period following cessation unless the Board determines otherwise. The Exercise Period for a SAR held immediately before cessation and that is or becomes a Vested SAR generally ends on the earlier of its Expiry Date and three months (or another period determined by the Board) after the later of cessation and vesting.
Change of control	If a Change of Control Event occurs or the Board determines that one may occur, the Board may assess or waive Performance Conditions, shorten the Exercise Period, replace SARs with rights to shares in the new controlling company on substantially the same terms, or cause some or all Unvested SARs to lapse. Any determination may be subject to conditions imposed by the Board.
Restrictions	Except for transmission to a legal personal representative on death or legal incapacity, and unless the Board determines otherwise, a participant may not dispose of or otherwise deal with, or grant a Security Interest over, a SAR. Unless the Board determines otherwise, a participant also may not dispose of or otherwise deal with a Share allocated on exercise of a SAR until the first anniversary of the date on which the SAR vested. The Company may apply a holding lock. Shares remain subject to applicable law and the Company's securities dealing rules.
Prohibited conduct and lapse	Unless the Board determines otherwise, all SARs then held by a participant for which Shares have not yet been allocated, including Vested SARs, will lapse if the Board determines that the participant has committed fraud, defalcation or gross misconduct; materially breached obligations to the Group, including a required Group policy; hedged an Unvested SAR; dealt with a SAR contrary to the LTIP Rules; or that SARs vested because of a material misstatement in the Company's financial statements.

Loans	The LTIP Rules do not provide for the advancement of loans in connection with Awards.
Adjustments	On a reorganisation of the Company's share capital, the number of SARs, the number of Shares subject to SARs and/or the Notional Exercise Price will be reconstructed as necessary to comply with the Listing Rules. The LTIP Rules also provide for adjustment where the Company makes a bonus issue. Subject to the Listing Rules, the Board may make adjustments in connection with rights issues, share purchase plans, demergers, special dividends and other relevant events, including adjusting the Notional Exercise Price or number of SARs, issuing an additional Grant Notice, or allocating Shares and causing remaining Unvested SARs to lapse. The Board may also amend Performance Conditions so that participants are neither disadvantaged nor receive a benefit in their capacity as participants.
Amendments	Subject to applicable law and the Listing Rules, the Board may amend the LTIP Rules and the terms of an existing Award, including with retrospective effect. An amendment may not reduce a participant's existing rights unless introduced primarily to comply with legislation or the Listing Rules, correct a manifest error or mistake, or enable more favourable tax treatment. The Board may correct an error in the number of SARs in a Grant Notice without participant consent, subject to giving notice.
Other terms	The LTIP Rules also contain provisions concerning administration and delegation, use of an employee incentive plan trust, suspension and termination, employment rights, appointment of attorney, overriding legal restrictions, plan costs and tax withholding, notices, data protection and governing law. Suspension or termination does not affect SARs granted or Shares allocated before that time. The LTIP Rules also include provisions intended to address section 409A of the US Internal Revenue Code for US taxpayers.

Voting Exclusion Statements

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a Restricted KMP Voter and either:

- the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
    - does not specify the way the proxy is to vote on this Resolution; and
    - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO ASX LISTING RULE 7.4

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, Pillar Custodial Services Pty Ltd ACN 097 300 377, or any of its Associates.

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

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

RESOLUTION 4 – APPROVAL OF ISSUE OF EMPLOYEE INCENTIVE SECURITIES PURSUANT TO ASX LISTING RULE 7.1

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Employee Incentive Securities (except a benefit solely by reason of being a holder of Shares), or any Associates of those persons.

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

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

articore

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

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 (AEDT) on Tuesday, 27 October 2026.**

TO APPOINT A PROXY ONLINE

STEP 1: VISIT https://www.votingonline.com.au/atgagm2026

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

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

BY SMARTPHONE

Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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, the Chair of the Meeting will be your proxy. 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. 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 Proxy Forms. On each Proxy 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.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. 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 item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item 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.

STEP 3 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.**

STEP 4 LODGEMENT

Proxy 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 by **10:00am (AEDT) on Tuesday, 27 October 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

Online	https://www.votingonline.com.au/atgagm2026
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

Articore Group Limited
ACN 119 200 592

☐ **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.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Articore Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Virtually on the online platform at https://meetings.lumiconnect.com/300-588-370-218 on Thursday, 29 October 2026 at 10:00am (AEDT)** and at any adjournment 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 of Resolution 1 or 4 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1 and 4 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 on all Items of business in accordance with the Board recommendation for each item as set out in the Notice of Meeting. 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.

STEP 2 VOTING DIRECTIONS

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

		Board recommendation	For	Against	Abstain*
Resolution 1	ADOPTION OF REMUNERATION REPORT	**FOR**	☐	☐	☐
Resolution 2	ELECTION OF DIRECTOR – NASEEMA SPARKS	**FOR**	☐	☐	☐
Resolution 3	RATIFICATION OF PRIOR ISSUES OF SHARES PURSUANT TO ASX LISTING RULE 7.4	**FOR**	☐	☐	☐
Resolution 4	APPROVAL OF ISSUE OF EMPLOYEE INCENTIVE SECURITIES PURSUANT TO ASX LISTING RULE 7.1	**FOR**	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name……………………………………………... Contact Daytime Telephone…………………….......................... Date / / 2026