
ADVANCED INNERGY HOLDINGS LIMITED

ACN 687 262 479

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 4:00 pm (AEDT)

DATE: Thursday, 5 November 2026

PLACE: via Virtual Meeting at <https://meetings.lumiconnect.com/300-511-304-540>

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

The Meeting is being held by way of a virtual meeting (electronically). Shareholders are urged to attend and vote at the Meeting electronically using online meeting technology or vote by lodging the Proxy Form attached to this Notice.

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

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 7.00 pm (AEDT) on Tuesday, 3 November 2026 .

BOARD RECOMMENDATION

The Directors unanimously recommend that you vote in favour of the resolution to be considered at the Meeting. And the Chair intends to vote all undirected proxies in favour of the resolution.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – FINANCIAL ASSISTANCE

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

“That, for the purpose of section 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the financial assistance to be provided by Matrix Composites & Engineering Limited ACN 009 435 250, in connection with the Senior Facilities Agreement as described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Dated: 7 October 2026

Hasaka Martin

Company Secretary

By Order of the Board

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Online Voting Procedures during the Meeting

Shareholders who wish to participate in the Meeting online may do so:

- From their computer or mobile device, by entering the following URL into their browser:
<https://meetings.lumiconnect.com>

If you choose to participate in the Meeting online you can log in to the Meeting by entering:

- the Meeting ID, which is 300-511-304-540
- your username, which is your Voting Access Code which can be located on the first page of your Proxy Form or Notice of Meeting email; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the country of their registered address as it appears on a recent statement.

If you have been nominated as a third-party proxy, please contact the Company's share registry on +61 2 9290 9600 or 1300 737 760.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair of the Meeting considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to submit a directed proxy in advance of the Meeting in accordance with the instructions above, so that votes can still be counted even if you plan to attend the Meeting online.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary, Hasaka Martin, at hasaka.martin@singletoncosec.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

RESOLUTION 1 – FINANCIAL ASSISTANCE

Background

On 20 April 2026, Advanced Innergy Holdings Limited ACN 687 262 479 (**AIH** or the **Company**) announced that Advanced Innergy Solutions Australia Pty Ltd ACN 696 589 296 (**Bidco**), a wholly owned subsidiary of the Company, had entered into a Scheme Implementation Deed with Matrix Composites & Engineering Limited ACN 009 435 250 (**Matrix**), under which Bidco agreed to acquire 100% of Matrix by way of a Scheme of Arrangement (the **Acquisition**). The Acquisition was subsequently completed on 23 July 2026.

The Acquisition was in part funded by the borrowings under a Senior Facilities Agreement. It is proposed that Matrix and each of its subsidiaries (together, the **Matrix Group**) become party to the Senior Facilities Agreement, whereby Matrix Group will provide security over its assets to the lender and enter a cross guarantee with AIH, and other wholly owned subsidiaries of AIH that are party to the Finance Facility. This amounts to financial assistance given by **Matrix**, in connection with the acquisition of Matrix shares by Bidco. Section 260A of the Corporations Act 2001 (Cth) (the **Act**) limits the situations in which the proposed financial assistance can occur.

Section 260A of the Corporations Act

Section 260A of the Act permits a company to financially assist a person to acquire shares in the company, or a holding company, of the company only if:

- giving the assistance does not materially prejudice the interests of the company or its shareholders; or the company's ability to pay its creditors; or
- the assistance is approved by shareholders under section 260B of the Act.; or
- the assistance is exempted under section 260C of the Act.

In addition, section 260B of the Act states, if the company providing the financial assistance is subsidiary of a listed domestic corporation immediately after the acquisition of shares referred to in section 260A, the financial assistance must also be approved by a special resolution passed at a general meeting of that corporation.

Resolution 1 seeks Shareholders approval, by Special Resolution, of the financial assistance. The approval is sought pursuant to section 260B(2) of the Act, as Matrix is a wholly owned subsidiary of the AIH, which is a domestic corporation listed on ASX.

Senior Facilities Agreement

The AIH and its subsidiaries entered into Senior Facilities Agreement with Barclays Bank plc and HSBC UK Bank plc dated 8 August 2024 (as amended and restated by a Facilities Agreement Amendment and Restatement and Intercreditor Agreement Amendment Agreement dated 12 September 2025) to provide access to a loan facility which was used in part to fund the acquisition. Further details of the Senior Facilities Agreement are provided in section 6.4(c) of the Scheme Booklet in relation to the proposed acquisition of Matrix, lodged with ASIC and ASX on 4 June 2026.

Under the Senior Facilities Agreement, AIH and certain subsidiaries are obligors and guarantors. It is proposed that subject to shareholder approval, Matrix will become obligors and guarantors under the Senior Facilities Agreement.

Reasons for the Proposed Financial Assistance

AIH's accessed funds for the acquisition was from the Senior Facilities Agreement, which requires that Matrix become an obligor and guarantor under the Senior Facilities Agreement.

If Matrix is not part of the Senior Facilities Agreement, then Matrix and its subsidiaries will be required to access separate funding for general corporate purposes, including for working capital purposes;

and it may be difficult for the Matrix Group to access funding on a standalone basis or to refinance in future.

Disadvantage of the Proposed Financial Assistance

The disadvantages of Matrix entering into the Senior Facilities Agreement, is that it will provide security over their material assets and will assume joint and several liability with each other obligor under the Senior Facilities Agreement.

Disclosure

For the purposes of section 260B(4) of the Act, this Explanatory Statement sets out all information known to the Company that is material to Shareholders' decision on how to vote on the Resolution, other than information it would be unreasonable to require the Company to include because it has previously been disclosed to Shareholders. Capitalised terms not defined in this section are defined in the Glossary to the Notice.

If you are in any doubt about how to vote, you should consult your legal, financial or other professional adviser.

Directors' recommendation

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

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

GLOSSARY

\$ means Australian dollars.

£ means British Pound Sterling.

AIH means Advanced Innergy Holdings Limited ACN 687 262 479

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Advanced Innergy Holdings Limited ACN 687 262 479

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

AEDT means Eastern Daylight Time as observed in Sydney, New South Wales.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in the Notice.

Senior Facilities Agreement means the senior facilities agreement with Barclays Bank plc and HSBC UK Bank plc dated 8 August 2024 (as amended and restated by a Facilities Agreement Amendment and Restatement and Intercreditor Agreement Amendment Agreement dated 12 September 2025).

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

Shareholder means a registered holder of a Share.

Special Resolution means a resolution that requires 75% of the total votes cast to be favor of the resolution to pass.



Advanced Innergy Holdings Ltd ASX:AIH

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 4:00pm (AEDT) on Tuesday, 3 November 2026.**

🖥 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/aihgm2026>

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:

- 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.
- 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 **4:00pm (AEDT) on Tuesday, 3 November 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/aihgm2026>
- 📠 **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

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

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 **Advanced Innergy Holdings 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 General Meeting of the Company to be held virtually via <https://meetings.lumiconnect.com/300-511-304-540> on **Thursday, 5 November 2026 at 4:00pm (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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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.

	For	Against	Abstain*
Resolution 1 Financial Assistance (Special Resolution)	☐	☐	☐

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
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