
FINBAR GROUP LIMITED

ACN 009 113 473

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.15am (AWST)

DATE: Wednesday 11 November 2026

PLACE: Finbar Group Limited Offices
Level 6, 181 Adelaide Terrace
East Perth WA 6004

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6211 3300.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Annual General Meeting will be held at 11.15am (AWST) on Wednesday, 11 November 2026 at:

Finbar Group Limited Offices
Level 6, 181 Adelaide Terrace
East Perth WA 6004

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 4.00pm (AWST) on Monday, 9 November 2026.

Voting in person

To vote in person, attend the Meeting at the time, date, and place set out above.

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 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 member appoints 2 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 in accordance with the Corporations Act:

- 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.

Further details on these requirements are set out below.

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);
- 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;
- if the proxy is the chair of the meeting at which the resolution is voted on, 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 a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting 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.

Return of Proxies

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 11.15am (AWST) on 9 November 2026. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Webinar Broadcast of AGM

The Meeting will be broadcast live via webcast to give all stakeholders unable to travel the opportunity to watch and observe the meeting proceedings and company presentation. To watch the webcast please visit www.meetfinbar.com.au to register and obtain the webcast link. No registrations will be accepted after 9.00am (AWST) on the morning of the meeting.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the directors, the director's report, and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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 financial 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.

Voting Prohibition Statement:

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member; or
- (c) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) 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.

3. RESOLUTION 2 – APPOINTMENT OF EXTERNAL AUDITOR

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu, having been nominated by a member of the Company and having consented in writing

to act as auditor of the Company, be appointed as auditor of the Company with effect from the resignation of KPMG at the Annual General Meeting."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JOHN CHAN

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

"That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr John Chan, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR RONALD KEAN YEW CHAN

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

"That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Ronald Kean Yew Chan, a Director, retires, and being eligible, is re-elected as a Director."

6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MS MELISSA SIEW CHING CHAN

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

"That Ms Melissa Siew Ching Chan, who was appointed by the Board as an additional Director with effect from 2 March 2026 and who retires in accordance with ASX Listing Rule 14.4 and clause 13.4 of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

7. RESOLUTION 6 – INCREASE TO NON-EXECUTIVE DIRECTOR FEE POOL

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

"That, for the purpose of clauses 13.7 and 13.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate annual remuneration (inclusive of superannuation contributions) that may be paid by the Company for the services of the Company's Non-executive Directors be increased by \$240,000 to \$600,000 per annum, with effect from and including the financial year commenced on 1 July 2026, on the terms and conditions contemplated in the Explanatory Statement."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a Director of the Company; or
- (b) an associate of a Director of the Company.

However, this does not apply to a vote cast in favour of Resolution 6 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 in that way;
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
- (d) 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
- (e) the holder votes on the Resolution in accordance with directions given by the beneficiary.

This follows the prescribed form of voting exclusion statement in Listing Rule 14.11. The rule also notes that where a resolution relates to the remuneration of key management personnel, the company must consider the additional voting restrictions under section 250BD of the Corporations Act.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such a member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but 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.

Dated: 1 October 2026

By order of the Board

Scott Cameron

**Scott William Cameron
Company Secretary**

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 Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the directors, the directors' report, and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.meetfinbar.com.au.

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 senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting 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

In accordance with 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 consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to 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.

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 those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that Annual General Meeting were less than 25%. 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:

Proxy	Directions given	No directions given
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
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 such a member.

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 such a member).

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 Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3. RESOLUTION 2 – APPOINTMENT OF EXTERNAL AUDITOR

Shareholders are asked to approve the appointment of Deloitte Touche Tohmatsu as auditor of the Company.

KPMG has acted as the Company's auditor for 27 years. KPMG through their Perth office have consistently provided audit services in accordance with applicable accounting standards.

Following a competitive tender process involving four audit firms, the Board selected Deloitte Touche Tohmatsu as the Company's new external auditor, subject to shareholder approval and completion of the relevant regulatory requirements.

KPMG has given notice of its resignation as auditor of the Company in accordance with section 329(5) of the Corporations Act. The Australian Securities and Investments Commission (**ASIC**) has consented to the resignation, which will take effect at this Annual General Meeting.

Deloitte Touche Tohmatsu has consented in writing to act as auditor of the Company as required by section 328A of the Corporations Act and has not withdrawn that consent.

In accordance with section 328B(1) of the Corporations Act, the Company has received written notice from a shareholder nominating Deloitte Touche Tohmatsu for appointment as auditor of the Company. A copy of the nomination is included at Annexure A to this Notice of Meeting.

Under section 327B(1)(b) of the Corporations Act, shareholders are required to appoint an auditor to fill the vacancy arising in the office of auditor. If Resolution 2 is approved, Deloitte Touche Tohmatsu will be appointed as auditor of the Company with effect from the resignation of KPMG at this Annual General Meeting.

If Resolution 2 is passed, the appointment of Deloitte Touche Tohmatsu as the Company's auditor will take effect at the conclusion of the Meeting. If Resolution 2 is not passed, the Company will need to take the necessary steps under the Corporations Act to fill the vacancy in the office of auditor.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2. The Directors advise that they intend to vote any Shares that they own or control in favour of Resolution 2. The Chair intends to vote all undirected proxies in favour of Resolution 2.

Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JOHN CHAN

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) subject to clause 17.4, at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (to be rounded at the discretion of the Directors), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/ or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

Mr Chan has been a Director of the Company since 1995 and has played a significant role in the development of the Company and its strategic direction. He was instrumental in the re-listing of the Company on ASX, served as Executive Chair from 2010 to 2026 and currently serves as Non-Executive Chair.

If Resolution 3 is approved, Mr John Chan will continue as a Director of the Company. If Resolution 3 is not approved, Mr John Chan will cease to hold office as a Director at the conclusion of the Meeting.

The Directors, excluding Mr John Chan, Mr Ronald Kean Yew Chan and Ms Melissa Siew Ching Chan, recommend that Shareholders vote in favour of Resolution 3.

Accordingly, Mr John Chan, who has served as a director since 27 April 1995, and was last re-elected on 16 October 2024, retires by rotation, and seeks re-election.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR RONALD KEAN YEW CHAN

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) subject to clause 17.4, at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (to be rounded at the discretion of the Directors), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/ or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

Mr Ronald Chan has been an Executive Director of the Company since February 2017 and Chief Executive Officer since June 2025. He has held a range of senior operational and leadership positions, including Chief Operating Officer from 2013. Ronald Chan has extensive knowledge of the Company's operations and property development activities and has played a significant role in the delivery of the Company's developments and the implementation of its corporate strategy.

If Resolution 4 is approved, Mr Ronald Chan will continue as a Director of the Company. If Resolution 4 is not approved, Mr Ronald Chan will cease to hold office as a Director at the conclusion of the Meeting.

The Directors, excluding Mr John Chan, Mr Ronald Kean Yew Chan and Ms Melissa Siew Ching Chan, recommend that Shareholders vote in favour of Resolution 4.

Accordingly, Mr Ronald Chan, who has served as a director since 24 February 2017, and was last re-elected on 16 October 2024, retires by rotation, and seeks re-election.

6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MS MELISSA SIEW CHING CHAN

Ms Melissa Siew Ching Chan was appointed by the Board as an additional Director of the Company with effect from 2 March 2026.

ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office, without re-election, past the next annual general meeting of the Company.

Clause 13.4 of the Company's Constitution similarly provides that a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors holds office only until the next annual general meeting and is then eligible for re-election.

Ms Melissa Chan was appointed Chief Operating Officer in 2025 and Executive Director on 2 March 2026. She is responsible for operational leadership and the execution of the Company's corporate strategy, including oversight of business operations, financial performance, risk management, project governance and organisational capability. Melissa Chan is a Chartered Accountant with more than 25 years of professional experience, including extensive experience in the real estate sector across Australia, the United States and the United Kingdom. She holds a Bachelor of Commerce.

If Resolution 5 is approved, Ms Melissa Chan will continue as a Director of the Company. If Resolution 5 is not approved, Ms Melissa Chan will cease to hold office as a Director at the conclusion of the Meeting.

The Directors, excluding Ms Melissa Siew Ching Chan, Mr John Chan and Mr Ronald Chan, recommend that Shareholders vote in favour of Resolution 5.

Accordingly, Ms Chan retires in accordance with ASX Listing Rule 14.4 and clause 13.4 of the Constitution and, being eligible, offers herself for re-election as a Director of the Company.

7. RESOLUTION 6 – INCREASE TO NON-EXECUTIVE DIRECTOR FEE POOL

General

The Non-Executive Director Fee Pool has remained unchanged since November 2013 and is currently \$360,000 per annum.

As part of a recent review of the Company's remuneration arrangements, the Remuneration Committee engaged an independent remuneration consultant to provide advice on Non-Executive Director remuneration.

Having considered that advice, the Remuneration Committee recommended an increase in the maximum aggregate amount of fees available to be paid to Non-

Executive Directors. The Board subsequently resolved to seek shareholder approval for the proposed increase.

In accordance with ASX Listing Rule 10.17 and clauses 13.7 and 13.8 of the Company's Constitution, shareholder approval is sought to increase the maximum aggregate Non-Executive Director Fee Pool by \$240,000, from \$360,000 to \$600,000 per annum.

The proposed increase is intended to provide the Company with sufficient flexibility and capacity to address its future Board requirements, including Board composition, succession and renewal. The increase in the Fee Pool does not imply that the full amount will be utilised in any given financial year.

In the three years preceding the date of the Meeting, the Company has not issued any securities to a Non-Executive Director with the approval of Shareholders under ASX Listing Rules 10.11 or 10.14.

Given the interest of each of the Non-Executive Directors in the outcome of Resolution 6, the Board makes no recommendation to shareholders as to how to vote on the Resolution.

Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed to increase the total aggregate fixed sum per annum to be paid to the Non-Executive Directors to \$600,000.

If Resolution 6 is not passed, the Company will not be able to proceed to increase the total aggregate fixed sum per annum to be paid to the Non-Executive Directors to \$600,000 and the Company may need to revise its current remuneration structure payable to its Non-Executive Directors which may include considering the issue of Equity Securities to Non-Executive Directors in lieu of cash fees, subject to Shareholder approval.

Information required by Listing Rule 10.17

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

This Resolution seeks to increase the maximum aggregate amount of fees payable to the Non-Executive Directors by \$240,000 to \$600,000.

This amount has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

While the Fee Pool is a maximum annual limit available to be paid or provided to all Non-Executive Directors, the proposed increase to the Fee Pool does not imply that the fees payable to Non-Executive Directors will be increased according to that limit, or that the full amount of the Fee Pool will be used.

Rationale for the increase

The Company has not increased its Non-Executive Director fee pool since November 2013. The Proposed Limit does not mean the Company must pay the entire amount approved as fees each year, rather the Proposed Limit is requested to accommodate the need to attract and retain Non-Executive Directors whose skills and qualifications are appropriate for the size and nature of the Company.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for Non-Executive Directors for the following reasons:

- (a) to give the Board strategic flexibility to appoint additional Non-Executive Directors and to ensure that the Board continues to have a balance of skills, knowledge and experience;
- (b) to attract new Directors of a calibre required to effectively guide and monitor the business of the Company;
- (c) to remunerate Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (d) to ensure that the Company continues to maintain a high standard of corporate governance oversight.

Specific information required by Listing Rule 10.17

Pursuant to and in accordance with Listing Rule 10.17, the following information is provided in relation to the proposed increase to the aggregate amount payable to Non-Executive Directors:

- (a) The Company is proposing to increase the total aggregate fixed sum per annum to be paid to the Non-Executive Directors by \$240,000 to \$600,000.
- (b) The maximum aggregate amount per annum to be paid to all Non-Executive Directors will be \$600,000 and includes superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine 'special exertion' fees paid in accordance with the Constitution, or Equity Securities issued to a Non-Executive Director under Listing Rules 10.11 or 10.14 with Shareholder approval.
- (c) In the past three years, the Company has not issued any Equity Securities to the current Non-Executive Directors (or their respective nominees) under Listing Rules 10.11 or 10.14 with Shareholder approval.
- (d) A voting prohibition statement is included in the Notice.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice.

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.

ASX Listing Rules means the Listing Rules of ASX.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Finbar Group Limited (ACN 009 113 473).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Fee Pool means the maximum aggregate annual remuneration that may be paid by the Company to Non-Executive Directors, as approved by Shareholders from time to time.

Key Management Personnel has the meaning given in section 9 of the Corporations Act and includes each of the Directors.

Meeting means the meeting convened by the Notice.

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

Proxy Form means the proxy form accompanying the letter sent by the Company to Shareholders dated 1 October 2026.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

NOTICE OF NOMINATION OF AUDITOR

Finbar Group Limited
ACN 009 113 473

30/09/2026

The Company Secretary
Finbar Group Limited
Level 6, 181 Adelaide Terrace,
East Perth WA 6004

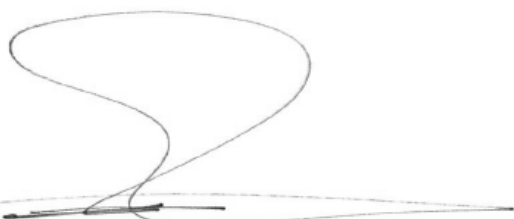
Dear Sir/Madam

NOMINATION OF AUDITOR

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth), I, Ronald Kean Yew Chan, being a member of Finbar Group Limited (Company), hereby nominate Deloitte Touche Tohmatsu for appointment as auditor of the Company at the Company's 2026 Annual General Meeting.

Please distribute a copy of this notice of nomination as required by section 328B(3) and (4) of the *Corporations Act 2001* (Cth).

Yours faithfully

A handwritten signature in black ink, consisting of a large, stylized loop followed by a horizontal line.

Ronald Kean Yew Chan

Shareholder of Finbar Group Limited

Need assistance?



Phone:
1300 728 350 (within Australia)
+61 3 9946 4452 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.15am (AWST) on Monday, 9 November 2026**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 189180

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Finbar Group Limited hereby appoint

☐ the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Finbar Group Limited to be held at Finbar Group Limited Offices, Level 6, 181 Adelaide Terrace, East Perth, WA 6004, and as a webcast on Wednesday, 11 November 2026 at 11.15am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Appointment of External Auditor	☐	☐	☐
Resolution 3	Re-election of Director – Mr John Chan	☐	☐	☐
Resolution 4	Re-election of Director – Mr Ronald Kean Yew Chan	☐	☐	☐
Resolution 5	Re-election of Director – Ms Melissa Siew Ching Chan	☐	☐	☐
Resolution 6	Increase to Non-Executive Director Fee Pool	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



FINBAR GROUP LIMITED'S AGM



Dear Shareholder,

You are invited to attend the 2026 Annual General meeting (**AGM**) of Finbar Group Limited (**Finbar** or the **Company**), which will take place on Wednesday 11 November 2026.

Finbar will be facilitating both an in-person AGM as well as hosting a live webcast to give all Shareholders the opportunity to observe the meeting through an online platform.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice to shareholders unless a shareholder has requested a hard copy of the Notice or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form.

This letter provides information to Shareholders as to how to obtain the relevant documents and participate in or observe the AGM.

Notice of Meeting

The Notice of Meeting for the AGM is available online at www.meetfinbar.com.au

Date & Location

Date: 11 November 2026

Time: 11.15am (AWST)

Address: Finbar Group Limited, Level 6, 181 Adelaide Terrace, East Perth, Western Australia

Where possible, we encourage Shareholders to attend the meeting in person as it will give you the opportunity to engage with Directors and Management.

If you do not reside in Western Australia or have difficulties in attending in-person, the meeting will be broadcast online via a webinar.

Online Webinar Broadcast

For those Shareholders or other stakeholders wishing to observe proceedings and watch the Company presentation, the AGM will be broadcast live by way of webcast.

Registration is required to access the webinar. To register, please visit www.meetfinbar.com.au. A link will be automatically emailed to you upon registration which will grant you access to the webinar.

How to Vote

Only Shareholders (or their proxies) may vote at the AGM.

No voting will be possible through the webinar platform so we invite all Shareholders who will not be attending in-person to submit their proxy forms in accordance with the instructions on the proxy form attached to this letter.

Proxy forms may be submitted online, via mail, or by fax in accordance with the detailed instructions contained on the proxy form.

How to Ask Questions

All stakeholders are invited to watch and listen to the AGM. However, only Shareholders (or their proxies) may ask questions at the AGM.

For Shareholders attending by the live webcast who may have questions, please submit your questions in advance of the AGM.

Questions can be submitted up to 48 hours prior to the meeting by visiting www.meetfinbar.com.au and clicking on the 'Questions' tab at the top of the page.

Support

If you experience any difficulties in downloading the meeting documents, registering for the webinar, or have any other questions in relation to the meeting, please contact Sharon McMeekin by phone on 6211 3313 between the hours of 8:30 am and 5:00 pm (AWST) Monday to Friday, or via email at sharon@finbar.com.au

Updates or Changes

If circumstances require, the Company may need to make alternate arrangements in the way the meeting is held if it is subsequently unable to facilitate a meeting in person. If this occurs, we will notify any changes by way of a company announcement on the ASX company announcements platform.