

ASX Announcement

Notice of Annual General Meeting

14 October 2026

Group One Capital Limited ("**G1C**" or "**the Company**") (**ASX: G1C**) will hold the Annual General Meeting (**AGM**) on Tuesday, 17 November 2026 at 2.30pm (AEST) at Hall Chadwick QLD, Level 4, 240 Queen Street, Brisbane, Queensland, 4000.

Attached are the following documents in relation to the AGM:

- Notice of Annual General Meeting and Explanatory Statement; and
- Sample Proxy Form.

The AGM documents include information about how shareholders can participate in the AGM.

The AGM documents will be available through the ASX market announcements platform and are scheduled to be dispatched to shareholders today.

This ASX announcement was authorised for release by the Company's board of directors.

Shareholders are encouraged to view this announcement and engage directly with the Company via the [G1C InvestorHub](#).

For more information:

Ross Patane

Managing Director and CEO

T: +61 400 431 317

Notice of Annual General Meeting 2026

Tuesday, 17 November 2026
2:30 PM (AEST)



Group¹
Capital
LIMITED

Notice of Annual General Meeting and Explanatory Statement

Notice is given that the annual general meeting of the Company will be held as follows:

Time: 2.30pm (AEST)

Date: Tuesday 17 November 2026

Place: Hall Chadwick QLD, Level 4, 240 Queen Street, Brisbane, Queensland, 4000

ANNUAL REPORT FOR 2026:

<https://grouponecapital.limited/annual-reports>

The Notice of Annual General Meeting and Explanatory Statement is an important document and 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 on this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary via tmyers@g1c.limited.

Chairman's Letter To Shareholders

Dear Shareholder

I have the pleasure of inviting you to the annual general meeting of Group One Capital Limited ACN 010 472 858 (**Company**).

The meeting of the Company's shareholders will be held at Hall Chadwick QLD, Level 4, 240 Queen Street, Brisbane, Queensland, 4000 at 2.30pm on Tuesday 17 November 2026.

Even if you plan to attend in person, you are encouraged to submit a directed proxy before the meeting so that your vote can be counted if the physical meeting arrangements change and you cannot attend.

The directors and executive team look forward to updating you on the Company's activities at the meeting.

Yours sincerely

Signed by:


423832179AD94E7...

Neville Bell

Chairman

Notice of Meeting

Notice is given that an annual general meeting (**Meeting**) of the shareholders (**Shareholder**) of the Company will be held as follows:

Time: 2.30pm (AEST)

Date: Tuesday 17 November 2026

Place: Hall Chadwick QLD, Level 4, 240 Queen Street, Brisbane, Queensland, 4000

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) unless a Shareholder has elected to receive documents in hard copy in accordance with section 110E of the *Corporations Act*. All Shareholders will be able to access the Notice on the Company's website at: www.grouponecapital.limited. The Company has also provided the meeting materials on the Company's ASX market announcements platform.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Voting Form forms part of this Notice.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

Agenda

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following as a non-binding **ordinary resolution** of the Company:

"That the Remuneration Report (as set out in the Directors' Report) for the year ended 30 June 2026 be adopted."

Note:

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

Voting Exclusion:

A voting exclusion applies to this Resolution, on the terms specified in the Explanatory Statement.

3. Resolution 2 – Re-election of Malcolm Cory as a Director

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

"That, Malcolm Cory, being a director of the Company who retires in accordance with clause 15.4 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company."

Voting Exclusion:

There are no voting exclusions in relation to this Resolution.

4. Resolution 3 – 7.1A Mandate

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

"That, for purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period and on terms and conditions set out in the Explanatory Statement."

Voting Exclusion:

There are no voting exclusions in relation to this Resolution.

Dated: 14 October 2026

BY ORDER OF THE BOARD

Signed by:

Toni Myers
9CC4BFBC4164437...

Toni Myers

Joint Company Secretary

Explanatory Statement

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Hall Chadwick QLD, Level 4, 240 Queen Street, Brisbane, Queensland, 4000 on Tuesday, 17 November 2026 commencing at 2.30pm (AEST).

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice. A Proxy Voting Form is located at the end of the Explanatory Statement.

2. Information for Shareholders

2.1 Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that persons eligible to vote at the Meeting are those who are registered as Shareholders at 2.30pm (AEST) on Sunday, 15 November 2026.

Each of the Resolutions will be decided by poll.

2.2 Venue and Voting Information

The Meeting of the Shareholders to which this Notice relates will be held at 2.30pm (AEST) on Tuesday, 17 November 2026 at Hall Chadwick QLD, Level 4, 240 Queen Street, Brisbane, Queensland, 4000.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the company secretary at tmyers@g1c.limited at least 5 Business Days before the Meeting, being by no later than Tuesday, 10 November 2026.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

The Chair of the Meeting will endeavour to address as many of the most frequently raised topics as possible during the Meeting. However, there may not be enough time to address all questions.

Please note that individual responses will not be sent to Shareholders.

2.3 Your vote is important

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

2.4 Voting in person

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

Should it become necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting, an announcement will be made on the Company's website and through the ASX market announcements platform.

2.5 Voting by proxy

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

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting, being 2.30pm (AEST) on Sunday, 15 November 2026 (**Proxy Deadline**). Proxy Voting Forms received later than this time will be invalid.

2.6 Proxies

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder's votes.

All Shareholders are invited and encouraged to participate in the Meeting in person and are encouraged to lodge a directed Proxy Voting Form to the Company in accordance with the instructions noted in the Proxy Voting Form. Lodgement of a Proxy Voting Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Even if you plan to attend in person, you are encouraged to submit a Proxy Voting Form before the Meeting so that your vote can be counted if the physical meeting arrangements change and you cannot attend.

2.7 Power of Attorney

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

2.8 Corporate representatives

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

Where a Shareholder is a body corporate, the Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (a) A letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (b) A copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

2.9 Directing your proxy how to vote

You can direct your proxy how to vote on a particular Resolution by marking the appropriate box on the Proxy Voting Form.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that item.

If you do not mark any particular Resolution and no direction is given, you are appointing your proxy to vote as he or she decides, subject to any voting exclusions that may apply to the proxy.

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

2.10 Chair of the Meeting appointed proxy

A Shareholder may appoint the Chair of the Meeting as proxy. The Chair of the Meeting will be deemed to be the Shareholder's proxy if the Shareholder submits the Proxy Voting Form, but does not name a proxy or if the person appointed as proxy does not attend the Meeting or does not vote on a poll in accordance with the Shareholder's directions.

If the Shareholder provides a voting direction on a particular Resolution, the Chair of the Meeting must vote in accordance with the direction on a poll.

2.11 Voting on Resolutions

All voting on the Resolutions proposed and stated in the Notice will be by way of a poll and not a show of hands.

3. Annual Report

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report for the most recent financial period (together constituting the Annual Report) will be presented at the Meeting.

There is no requirement for a formal resolution on this item.

Unless a Shareholder has requested to receive a hard copy of the Annual Report, Shareholders will not be sent a hard copy of the Annual Report. All Shareholders can view the Annual Report on the Company's website at <https://grouponecapital.limited/annual-reports>.

During the consideration of the Annual Report, the Chair of the Meeting will give Shareholders an opportunity to ask questions about, or comment on, the management of the Company.

The Chair of the Meeting will also give Shareholders an opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor.

In accordance with section 250PA of the Corporations Act, Shareholders may submit written questions to the Auditor in relation to the above matters by giving them to the Company no later than the fifth business day before the Meeting, being Tuesday, 10 November 2026.

4. Resolution 1 – Adoption of Remuneration Report

The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors and specified executives of the Company.

The Company is required to put the Remuneration Report to the vote of Shareholders in accordance with the Corporations Act. Pursuant to section 250R(3) of Corporations Act, this Resolution is advisory only and does not bind the Directors of the Company.

A failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

Should the Remuneration Report in the following year receive at least 25% of votes against the adoption of the Remuneration Report (**Two Strikes Rule**), Shareholders will then vote to determine whether the Directors will need to stand for re-election (**Spill Resolution**). If more than 50% of the votes cast on the Spill Resolution are in favour, a separate re-election meeting must be held within 90 days.

The Chair of the Meeting will allow a reasonable opportunity for Shareholders to ask about or make comments on the Remuneration Report.

4.1 Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this Resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this Resolution.

4.2 Chair's Voting Intention

The Chair of the Meeting intends to exercise all undirected proxies in favour of this Resolution. If you appoint the Chair of the Meeting as your proxy (or the Chair becomes your proxy by default) and you do not direct the Chair how to vote on this Resolution, you expressly authorise the Chair to exercise the proxy on this Resolution even though it is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company. Any other member of the key management personnel (or their closely related parties) appointed as your proxy will not be able to vote your proxy on this Resolution unless you direct them how to vote.

4.3 Voting Exclusion Statement

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

- (a) a member of the key management personnel whose remuneration details are included in the Remuneration Report for the year ended 30 June 2026; or
- (b) a closely related party of such a member.

In addition, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast as a proxy by a member of the key management personnel at the date of the Meeting, or a closely related party of such a member, unless the vote is cast in accordance with paragraph (a) or (b) below.

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

- (a) 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
- (b) the Chair of the Meeting as proxy for a person who is entitled to vote on this Resolution, where the proxy appointment does not specify the way the proxy is to vote on this Resolution 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 of the Company; or
- (c) a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 2 – Re-election of Malcolm Cory as a Director

5.1 Background

Clause 15.4 of the Constitution provides that at each annual general meeting one-third of the Directors (except for the Managing Director) or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.

Clause 15.4 of the Constitution also provides that a Director (excluding the Managing Director) must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer (consistent with ASX Listing Rule 14.4).

For these reasons, Malcolm Cory retires as a Director and, being eligible, offers himself for re-election as a Director in accordance with clause 15.4 of the Constitution and ASX Listing Rule 14.4. The re-election of Mr Cory also satisfies the requirement in ASX Listing Rule 14.5 that the Company hold an election of Directors at each annual general meeting.

Mr Cory is a Chartered Accountant and has over 30 years' experience in the construction and property development industries. Mr Cory has extensive experience in financial management, accounting, corporate administration and the operations of the Company and has served the Company for approximately 37 years.

Mr Cory currently acts as an Executive Director, Chief Financial Officer and joint Company Secretary of the Company. He commenced working with the Company in 1989 as Chief Financial Officer. He was appointed as Company Secretary in 1993 and as an executive Director on 17 March 2015. Mr Cory does not currently hold any other directorships in listed entities.

Having regard to the ASX Principles, the Company's Board considers Mr Cory will not be an independent Director.

The purpose of this Resolution is to seek Shareholder approval of the re-election of Malcolm Cory as a Director. The Company has not received any other

nominations for election as a Director at the Meeting.

If this Resolution is passed, Malcolm Cory will be re-elected to the Board as a non-independent executive Director.

If this Resolution is not passed, Malcolm Cory will cease to be a Director at the conclusion of the Meeting, but will continue in his executive roles as Chief Financial Officer and joint Company Secretary. As the Constitution and the Corporations Act require the Company to have a minimum of three Directors, the Board would appoint a Director to fill the resulting casual vacancy (under clause 15.6 of the Constitution) as soon as practicable. Under clause 15.6 of the Constitution and ASX Listing Rule 14.4, any Director appointed to fill that casual vacancy would hold office only until the end of the Company's next annual general meeting, at which that Director may stand for election by Shareholders. Until the vacancy is filled, the remaining Directors may continue to act under clause 17.8 of the Constitution. As an additional consequence, this may detract from the Board and the Company's ability to execute on its strategic vision.

5.2 Directors' Recommendation

The Directors (with Malcolm Cory abstaining) recommend that Shareholders vote in favour of this Resolution.

5.3 Chair's Voting Intention

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

5.4 Voting Exclusion Statement

There is no voting exclusion statement regarding this Resolution.

6. Resolution 3 – 7.1A Mandate

6.1 ASX Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that an entity can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes. As at 30

September 2026, the Company had a market capitalisation of approximately \$19.75 million.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval. For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

6.2 Technical information required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purpose of ASX Listing Rule 7.3A:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking).

(b) What is the minimum issue price of the Equity Securities?

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i)

above, the date on which the Equity Securities are issued.

(c) Purpose of issues under the 7.1A Mandate

The Company may issue Equity Securities under the 7.1A Mandate for various purposes including general working capital purposes, to raise funds to further develop the Company's projects and for cash consideration for the acquisition of new assets and investments (including expenses associated with such an acquisition). Equity Securities issued under the 7.1A Mandate must be issued for cash consideration in accordance with ASX Listing Rule 7.1A.3. The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and ASX Listing Rule 3.10.3 upon issue of any Equity Securities.

(d) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 7.1A Mandate, Shareholders should be aware there is a risk of economic and voting dilution, including the risk that:

- (i) the market price for Equity Securities may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

If this Resolution is approved and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The below table shows:

- (i) the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2;
- (ii) two examples where Variable A has increased, by 50% and 100%; and
- (iii) two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable A in ASX Listing Rule 7.1A.2)	Issue Price (per Share)	DILUTION		
		\$0.028 50% decrease in Issue Price	\$0.056 Current Issue Price	\$0.084 50% increase in Issue Price
352,684,854 (Current)	10% voting dilution	35,268,485 Shares	35,268,485 Shares	35,268,485 Shares
	Funds raised	\$987,517.58	\$1,975,035.16	\$2,962,552.74
529,027,281 (50% increase)	10% voting dilution	52,902,728 Shares	52,902,728 Shares	52,902,728 Shares
	Funds raised	\$1,481,276.38	\$2,962,552.77	\$4,443,829.15
705,369,708 (100% increase)	10% voting dilution	70,536,970 Shares	70,536,970 Shares	70,536,970 Shares
	Funds raised	\$1,975,035.16	\$3,950,070.32	\$5,925,105.48

Note:

The table has been prepared on the following assumptions:

- (i) The issue price is \$0.056, being the closing price of the Shares on ASX on 30 September 2026.
- (ii) The current number of Shares on issue as at the date of this Notice is 352,684,854.
- (iii) The Company issues the maximum number of Equity Securities available under the 7.1A Mandate.
- (iv) The table shows only the effect of issue of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (v) The issue of Equity Securities under the 7.1A Mandate consists only of Shares.
- (vi) The 10% voting dilution reflects the aggregate percentage dilution against the issued Shares at the date of this Notice. This is why the voting dilution is shown in each example at 10%.
- (vii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate.

(e) Allocation under the 7.1A Mandate

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 7.1A Mandate. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 7.1A Mandate have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

(f) Previous approval under ASX Listing Rule 7.1A.2

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 18 November 2025. In the 12 months preceding the date of the Meeting, the Company has not issued or agreed to issue any Equity Securities under ASX Listing Rule 7.1A.2.

(g) Voting exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

6.3 Directors' Recommendation

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

6.4 Chair's Voting Intention

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

6.5 Voting Exclusion Statement

There is no voting exclusion statement regarding this Resolution.

Glossary

TERM	MEANING
\$	Australian dollars.
7.1A Mandate	has the meaning in section 6.1 of the Explanatory Statement.
AEST	Australian Eastern Standard Time.
Annual Report	the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2026.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.
ASX Listing Rules	the listing rules of the ASX, as amended from time to time.
ASX Principles	the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council.
Auditor	Hall Chadwick QLD.
Auditor's Report	the auditor's report on the Financial Report.
Board	the board of Directors of the Company.
Business Day	A. for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and B. for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Brisbane, Queensland.
Chair	the person appointed to chair the Meeting convened by this Notice.
Company	Group One Capital Limited ACN 010 472 858.
Constitution	the constitution of the Company as at the date of this Explanatory Statement.
Corporations Act	the Corporations Act 2001 (Cth).
Director	a director of the Company.
Directors' Report	the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.
Equity Securities	has the same meaning as in the ASX Listing Rules.
Explanatory Statement	this explanatory statement.
Financial Report	the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.
Glossary	this glossary forming part of the Explanatory Statement.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice	the notice of meeting attached to this Explanatory Statement.
Proxy Deadline	has the meaning in section 2.5 of the Explanatory Statement.
Proxy Voting Form	the proxy voting form attached to this Notice.
Remuneration Report	the remuneration report of the Company contained in the Directors' Report.
Resolution	a resolution set out in the Notice.
Share	a fully paid ordinary share in the Company.
Share Registry	Registry Direct Pty Limited.
Shareholders	the shareholders of the Company.
Spill Resolution	has the meaning in section 4 of the Explanatory Statement.
Trading Day	a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.
Two Strikes Rule	has the meaning in section 4 of the Explanatory Statement.
VWAP	volume weighted average price.

IMPORTANT:

To be valid, this proxy form must be received by
2:30 p.m. AEST on Sunday, 15 November 2026.

INVESTOR NAME(S) <DESIGNATION>
C/O EXAMPLE LTD
PO BOX 0000
MELBOURNE VIC 3000

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of Group One Capital Limited (ABN 43 010 472 858) (the Company) to be held at 2:30 p.m. AEST on Tuesday, 17 November 2026 at Hall Chadwick QLD, Level 4, 240 Queen Street, Brisbane, Queensland, 4000 and at any adjournment or postponement of the meeting.

HOW TO DIRECT YOUR PROXY TO VOTE

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 in respect of an item, your proxy may vote as they choose on that item. 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 number or percentage of shares you wish your proxy to vote in the For, Against or Abstain box or boxes. The sum of the votes to be cast by your proxy on an item of business 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 number or percentage of shares you wish each proxy to vote, otherwise each proxy may vote half of the shares. Fractions of votes will be disregarded. When appointing a second proxy write both names and the number or percentage of shares for each in Step 1 overleaf.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holder is an individual, the security holder must sign.

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

Power of Attorney: If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies: When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy 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 the Proxy 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 and delete titles as applicable.

LODGE YOUR PROXY FORM

 ONLINE (PREFERRED):

Save time and vote online by scanning the QR code or going to the address below.



registrydirect.com.au/investor

 EMAIL:

vote@registrydirect.com.au

 POST:

PO Box 572
Sandringham VIC 3191

 FAX:

+61 3 9111 5652

Step 1**Appoint your Proxy**

I/We are or represent a member/s of Group One Capital Limited and entitled to attend and vote hereby appoint:

	the Chair of the Meeting (mark box with 'X')	OR		Write here the name of the person (or body corporate) you are appointing if this person is someone other than the Chair of the Meeting
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or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of Group One Capital Limited to be held at 2:30 p.m. AEST on Tuesday, 17 November 2026 at Hall Chadwick QLD, Level 4, 240 Queen Street, Brisbane, Queensland, 4000 and at any adjournment or postponement of the meeting.

Important for Resolution 1: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention on this Proxy Form, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

The Chair of the Meeting intends to vote all available proxies in the manner set out with each Resolution.

Step 2**Direct how your votes are to be cast**

Resolution	For	Against	Abstain
1 Adoption of Remuneration Report Board recommendation: Not provided Chair's voting intention: For	☐	☐	☐
2 Re-election of Malcolm Cory as a Director Board recommendation: For Chair's voting intention: For	☐	☐	☐
3 7.1A Mandate Board recommendation: For Chair's voting intention: For	☐	☐	☐

Step 3**Sign this form****Shareholder 1 (individual)**

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

/ /

Date

Contact name

Mobile number

Email address. *By providing an email address you agree to receive future communications electronically.*