



15 October 2026

2026 ANNUAL GENERAL MEETING DOCUMENTS

GTN Limited (ASX: GTN) attaches the Notice of Annual General Meeting (**AGM**) and Voting Form for its 2026 AGM to be held on 17 November 2026.

This announcement has been authorised for release by Sherryn Taylor, Company Secretary.

For more information, please contact:

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P: +61 2 9963 6700



15 October 2026

Dear Shareholder,

On behalf of the Board of GTN Limited (**GTN** or the **Company**), I am pleased to invite you to attend GTN's 2026 Annual General Meeting (**AGM** or the **Meeting**) commencing at 12.00pm (Sydney time) on Tuesday, 17 November 2026.

Enclosed are the **Notice of Meeting, Explanatory Memorandum, Entitlement to Attend and Vote** section and **Voting Form**, all of which form part of the Notice of Meeting. These documents provide full details of the AGM, outline the business to be conducted, and set out the resolutions to be considered.

Attendance at the AGM

Shareholders are invited to attend in person at GTN's offices at Level 17, 201 Miller St, North Sydney NSW 2060.

Voting

Your Voting Form is enclosed with this Notice of Meeting. If you plan to attend the AGM in person, please bring your Voting Form to assist with registration. If you are unable to attend in person, or if you prefer, you may use the Voting Form to vote directly on the resolutions or to appoint a proxy to attend and vote on your behalf, in accordance with the instructions on the Voting Form.

All Voting Forms must be received by the share registry no later than **12.00pm (Sydney time) on Sunday, 15 November 2026** (being 48 hours before the AGM), by one of the ways specified in the Notice of Meeting and Voting Form.

Shareholder questions

If you are attending the AGM in person, you will be able to ask questions during the Meeting. If you are unable to attend the AGM in person, or if you prefer, you can submit questions in advance by logging onto <https://au.investorcentre.mpms.mufig.com> selecting 'Voting' and then selecting 'Ask a Question'.

To allow time to collate questions and prepare answers, please submit any questions by **5.00pm (Sydney time) on Tuesday, 10 November 2026**.

Proceedings at the AGM

At the AGM, we will comment briefly on the performance of GTN during the year ended 30 June 2026. Further information is available in the 2026 Annual Report, accessible on GTN's website.

Subject to the abstention noted in the Explanatory Memorandum, the Directors unanimously recommend that shareholders vote in favour of all resolutions.

On behalf of the Board, thank you for your continued support. We look forward to welcoming you to the 2026 AGM.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Peter Tonagh'.

Peter Tonagh
Chair



GTN LIMITED
ACN 606 841 801

NOTICE OF 2026 ANNUAL GENERAL MEETING

Notice is given that the 2026 Annual General Meeting (**AGM** or the **Meeting**) of shareholders of GTN Limited (**GTN** or the **Company**) will be held:

Date: Tuesday, 17 November 2026
Time: 12.00pm (Sydney time)
Venue: Level 17, 201 Miller Street, North Sydney NSW 2060

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section, and Voting Form are all part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2026 (together, the **Reports**).

The Reports are contained in the Company's 2026 Annual Report, accessible on the Company's website at <https://globaltrafficnet.com/reports/>.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair will give those shareholders attending the Meeting in person a reasonable opportunity to ask questions about, and make comments on, the business of the Meeting, the management of the Company or the Company generally.

The Company's external auditor, Grant Thornton (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for those shareholders present to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

C. ITEMS FOR APPROVAL

Resolution 1: Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2026 be adopted."

Note: The Remuneration Report is contained in the 2026 Annual Report (available at <https://globaltrafficnet.com/reports/>). In accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement for Resolution 1:

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:



- a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2026 Remuneration Report; or
- a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- the voter is the Chair of the Meeting and the proxy appointment:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

"Key management personnel" and **"closely related party"** have the meanings given in the Act. In accordance with section 250BD of the Act, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 2: Re-election of Director – Peter Tonagh

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Peter Tonagh, who retires in accordance with article 10.3(b)(iii) of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Sophie North (Jackson)
Company Secretary

15 October 2026

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at **7.00pm (Sydney time) on Sunday, 15 November 2026** (being not more than 48 hours before the AGM) will be entitled to attend and vote at the AGM as a shareholder. If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting Options

Shareholders entitled to vote may vote by:

- attending the AGM and voting in person (or by attorney or, in the case of a body corporate, a corporate representative);
- lodging a direct vote in advance of the Meeting using the Voting Form; or
- appointing a proxy to attend and vote on their behalf using the Voting Form.

Direct Voting

A shareholder entitled to vote may vote directly on the resolutions without attending the Meeting or appointment a proxy, by completing the direct voting section of the Voting Form.

A direct vote must specify the way the vote is to be cast on each resolution. If a direct vote does not specify the way the vote is to be cast on a resolution, the direct vote will not be counted on that resolution. Direct votes will be counted on the poll on each resolution as if cast at the Meeting.

To be effective, a Voting Form recording a direct vote must be received by the share registry of the Company by no later than **12.00pm (Sydney time) on Sunday, 15 November 2026** (being 48 hours before the AGM), by one of the methods set out below.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Act to exercise its powers as proxy at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the Voting Form must be received at the share registry of the Company no later than **12.00pm (Sydney time) on Sunday, 15 November 2026** (being 48 hours before the AGM) by one of the following methods:

- **Online (preferred):** <https://au.investorcentre.mpms.mufg.com>
- **By post:** GTN Limited C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14 Sydney South NSW 1235 Australia
- **By facsimile:** (02) 9287 0309 (within Australia) or +61 2 9287 0309 (from outside Australia)
- **By hand:** MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

To be valid, a Voting Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any Voting Form not received in this manner.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative must ensure that MUFG Corporate Markets receives a properly executed letter or other document confirming its authority to act as the body corporate's representative prior to the Meeting. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at <https://au.investorcentre.mpms.mufg.com>.



IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 1, then by submitting the Voting Form you will be expressly authorising the Chair to exercise your proxy on the resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Voting at the AGM

Voting on each of the proposed resolutions at the AGM will be conducted by a poll (rather than on a show of hands) as required by the Act. Direct votes and proxy votes received by the deadline will be counted on the poll.

Shareholder Questions

If you are attending the AGM in person, you will be able to ask questions during the Meeting. If you are unable to attend the AGM, or if you prefer, you may submit questions in advance. To do so, please log onto <https://au.investorcentre.mpms.mufig.com>, select 'Voting' and then click 'Ask a Question'. To allow time to collate questions and prepare answers, please submit any questions by **5.00pm (Sydney time) on Tuesday, 10 November 2026**. Questions will be collated, and during the AGM, the Chair will address as many of the more frequently raised topics as possible. However, there may not be sufficient time to address all topics raised. Please note that individual responses will not be sent to shareholders.

Conduct of AGM

GTN is committed to conducting its shareholder meetings in a manner that allows shareholders (or their proxies) to participate in the business of the meeting in an orderly fashion and to ask questions or comment on matters relevant to the business of the meeting or the Company generally. GTN will not allow conduct at any shareholder meeting which is discourteous, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair will exercise their powers to ensure the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held at **12.00pm (Sydney time) on Tuesday, 17 November 2026**.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. Subject to the abstention noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolution 2, relating to the re-election of Peter Tonagh, is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 1: Remuneration Report

Section 250R of the Act requires that the section of the Directors' Report dealing with the remuneration of directors and KMP of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Shareholders can view the full Remuneration Report in the 2026 Annual Report which is available on GTN's website at <https://globaltrafficnet.com/reports/>.

Broadly, the Remuneration Report:

- details the remuneration policy for the Company;
- explains the structure of, and rationale behind, the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the remuneration policy and Company performance.

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Recommendation:

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2: Re-election of Director – Peter Tonagh

Peter Tonagh was appointed an Independent Non-Executive Director of the Company effective 1 September 2020 and was last elected by Shareholders at the 2023 AGM. In accordance with the Constitution, Peter retires from office at the conclusion of this AGM and, being eligible, offers himself for re-election as a Director of the Company. If Shareholders do not approve the re-election of Peter, he will cease to be a Director at the conclusion of this AGM.

ASX Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.



The Board has considered whether Peter has any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Principles and Recommendations. The Board (with Mr Tonagh abstaining) has confirmed that it considers Peter to be an independent Director and, that if re-elected, he will continue to be an independent director.

Peter is currently Chair of the Board and a member of the Company's Audit & Risk Committee and Nomination & Remuneration Committee.

Peter has a background as a C-suite executive in large Australian media companies, including as CEO of Foxtel and News Corp Australia, interim CEO of REA Group and Chairman of MCN.

Peter is a former partner of The Boston Consulting Group, where he led the Asia Pacific Organisation Practice and worked across media, consumer and financial services businesses. Peter is currently Chair of Nine Entertainment Co. Holdings Limited and Quantum Group Holdings Pty Limited. Peter was previously the Deputy Chair of the Australian Broadcasting Corporation (ABC) and the lead independent director of Village Roadshow Limited.

Peter has a Bachelor of Commerce from the University of New South Wales and a Master of Business Administration from INSEAD, Europe's leading business school. In 2012 he was named AFR's CFO of the Year.

Prior to submitting himself for re-election, Peter confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the re-election of Peter.

Recommendation:

The Directors, with Peter Tonagh abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

LODGE YOUR VOTE

 **ONLINE**
<https://au.investorcentre.mpms.mufg.com>

 **BY MAIL**
GTN Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X999999999999

VOTING FORM

I/We being a shareholder(s) of GTN Limited (GTN or **Company**) and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

☐ **elect to lodge my/our vote(s) directly (mark box)**

in relation to the Annual General Meeting of the Company to be held on **Tuesday, 17 November 2026 at 12:00pm (Sydney time)**, and at any adjournment or postponement of the Meeting.



You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B APPOINT A PROXY

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

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company.

Attendance at the meeting

GTN's 2026 AGM will be held in person on **Tuesday, 17 November 2026 at 12:00pm (Sydney time)** at **Level 17, 201 Miller Street, North Sydney NSW 2060**.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman 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 (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Voting Directions and Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Remuneration Report

☐	☐	☐
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2 Re-election of Director – Peter Tonagh

☐	☐	☐
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* 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 votes will not be counted in computing the required majority on a poll.

If you wish to vote directly and have marked the Abstain box for a particular Item, your vote for that Item will not be counted in computing the required majority of a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A – VOTE DIRECTLY

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will not be counted in computing the required majority on a poll.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend and vote at the Meeting, your direct vote will be cancelled.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm(Sydney time) on Sunday, 15 November 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

GTN Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm Sydney time)



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**