



19 October 2026

ASX Announcement (ASX: DXN)

NOTICE OF ANNUAL GENERAL MEETING AND RELATED DOCUMENTS

DXN Limited (ASX: DXN) (“DXN” or “the Company”) is pleased to announce that the following documents, in relation to its Annual General Meeting to be held on Wednesday, 18 November 2026 at 10:30 am (AEDT), were dispatched to Shareholders today in accordance with their communication preference:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy form.

-ENDS-

This announcement has been authorised for release by the Company Secretary of DXN Limited.

DXN Limited

ABN: 46 620 888 548

Suite 2, Level 16, No. 1 Martin Place, Sydney, NSW 2000

W : dxn.solutions | T: 1300 328 239 | E: info@dxn.solutions

19 October 2026

Dear Shareholder

2026 Annual General Meeting – Letter to Shareholders and Proxy Form

DXN Limited (ASX: DXN) (ACN 620 888 548) (**Company**) advises that its Annual General Meeting (**AGM**) will be held at 10:30 am (AEDT) on Wednesday, 18 November 2026 as a virtual meeting.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company's website at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.dxn>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX:DXN).

Questions must be submitted in writing to the Company Secretary at maria.clemente@automicgroup.com.au at least 48 hours before the AGM.

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal.

1. Open your internet browser and go to <https://portal.automic.com.au/investor/home>
2. Login using your username and password. If you do not already have an account, click **"Register"** and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click **"Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on **"Join Meeting"** and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the **"Voting"** dropdown menu on the right-hand side of your screen.

DXN Limited

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6. Select either the **"Full"** or **"Allocate"** option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click **"Submit votes"**. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on your holding statement. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the top of your holding statement. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours faithfully

Maria Clemente
Company Secretary

DXN Limited

Suite 2, Level 16, No 1 Martin Place,
Sydney NSW 2000

ACN: 620 888 548



DXN Limited

Notice of 2026 Annual General Meeting

Explanatory Statement | Proxy Form

Wednesday, 18 November 2026

10:30 am (AEDT)

Virtual meeting

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.

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Important Information for Shareholders about the Company's 2026 AGM

This Notice is given based on circumstances as at 12 October 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://dxn.solutions/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **10:30 am (AEDT) on Wednesday, 18 November 2026** as a **virtual meeting**.

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on **"register"** and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to <https://portal.automic.com.au/investor/home>
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on **"Register"** when this appears. Alternatively, click on **"Meetings"** on the left-hand menu bar to join the meeting.
4. Click on **"Join Meeting"** and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

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 maria.clemente@automicgroup.com.au at least 48 hours before the AGM.

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.

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal.

1. Open your internet browser and go to <https://portal.automic.com.au/investor/home>
2. Login using your username and password. If you do not already have an account, click **"Register"** and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click **"Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on **"Join Meeting"** and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the **"Voting"** dropdown menu on the right-hand side of your screen.
6. Select either the **"Full"** or **"Allocate"** option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click **"Submit votes"**. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

It is recommended that Shareholders wishing to attend the Meeting login from 10:00am on 18 November 2026.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy 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 form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

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

Other Information

Poll voting

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

Electronic copies

The Company believes that the best way for shareholders to receive meeting documentation, annual reports and other information on Company matters is electronically. To review or update your current communication preference, simply log on to our share registry's website at <https://portal.automic.com.au/investor/home> and select the "Communications" tab. You will need your portfolio login details or your SRN or HIN.

Locating your SRN or HIN

Your SRN or HIN can be found on your Voting Form. If you require further assistance with locating your SRN or HIN, you are encouraged to contact Automic Registry Services or your broker as soon as possible, and well in advance of the AGM.

Update your details

To update information about your shareholding go to the Automic Investor Centre at <https://portal.automic.com.au/investor/home>

Technical Difficulties

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

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of DXN Limited ACN 620 888 548 will be held at **10:30 am (AEDT) on Wednesday, 18 November 2026** as a **virtual meeting**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00 pm (AEDT) on Monday, 16 November 2026.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider 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, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

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

"That, for the purpose 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 the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election and Election of Directors

2. Resolution 2 – Re-election of Myo Ohn as a Director

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

“That Mr Myo Ohn, a Director who retires by rotation in accordance with clause 15.2 of the Company’s Constitution and ASX Listing Rule 14.5 and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

3. Resolution 3 – Election of Vikas Gour as a Director

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

“That Mr Vikas Gour, appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

Approval to Issue Securities to Managing Director

4. Resolution 4 – Approval of Issue of Incentive Options to Shalini Lagrutta, Managing Director and CEO of the Company

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 11,323,000 Options under the Company’s Employee Securities Incentive Plan (**Plan**) to Ms Shalini Lagrutta, the Managing Director and CEO of the Company (or her nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Ms Shalini Lagrutta (or her nominee); and
- (b) any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with direction given to the proxy or attorney to vote on the resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder vote on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Ratification of Prior Issue of Shares to Institutional Investors

5. Resolution 5 – Ratification of Prior Issue of Placement Shares to Institutional Investors

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 22,425,683 Placement Shares to Institutional Investors on 15 June 2026 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) 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; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

ASX Listing Rule 7.1A (Additional 10% Capacity)

6. Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the 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 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), if at the time of the Meeting the Company is proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) 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; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval to Issue Securities to Non-Executive Directors

7. Resolution 7 – Approval of Issue of Options to Myo Ohn, Non-Executive Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 504,000 Options under the Company’s Employee Securities Incentive Plan to Myo Ohn (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Mr Myo Ohn (or his nominee); and
- (b) any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolutions 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolutions; and
 - the holder vote on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (a) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

8. **Resolution 8** – Approval of Issue of Options to Vikas Gour, Non-Executive Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 150,000 Options under the Company's Employee Securities Incentive Plan to Vikas Gour (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Mr Vikas Gour (or his nominee); and
- (b) any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolutions; and
 - the holder vote on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- | |
|--|
| (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel. |
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BY ORDER OF THE BOARD

Maria Clemente

Joint Company Secretary

19 October 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at **10:30 am (AEDT) on Wednesday, 18 November 2026** as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General 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 Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://dxn.solutions/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday, 11 November 2026.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://dxn.solutions/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2027 Annual General Meeting (**2027 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2027 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of the votes cast are in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2027 AGM. All of the Directors who were in office when the 2027 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting prohibition applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election and Election of Directors

Resolution 2 – Re-election of Myo Ohn as a Director

The Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, 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 for re-election. In determining the number of Directors to retire, no account is to be taken of:

- (a) a Director who only holds office until the next annual general meeting and/ or
- (b) a Managing Director,

each of whom are exempt from retirement by rotation.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Myo Ohn was appointed a Director of the Company on 26 February 2024 and was last re-elected as a Director at the 2024 AGM.

Under this Resolution, Myo Ohn has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Dr Ohn has been the Founder of several start-ups that have made advancements in engineering leading to new products in established and emerging markets that involve, Space Age Advanced Materials, Hypersonic Ballistics, Photonic Components, Fiber Optic Communications, Financial Technologies and Internet Web 3.0.

Dr Ohn has worked for large cap NASDAQ listed companies in various roles from Business Unit General Management, Corporate Strategy Head to Corporate M&A. At present, he is CEO of several start-up companies that includes Campana Group, an operator of wireline telecommunication services in South-East Asia.

Dr Ohn has an EMBA from Queens University, a PhD in Aerospace Engineering and a MASc in Photonics all from University of Toronto. The Board, having assessed Dr Ohn's associations and experience has determined that he is not independent.

Directors' recommendation

The Directors (excluding Myo Ohn) recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Election of Vikas Gour as a Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Vikas Gour was appointed as an additional Director of the Company on 7 October 2026 and has since served as a Director of the Company.

Under this Resolution, Mr Gour seeks election as a Director of the Company at this AGM.

Mr Vikas Gour joined the DXN Board as a Non-Executive Director, bringing more than 20 years' experience across digital and core infrastructure, together with significant M&A experience across infrastructure platforms in Asia and Europe.

Most recently, Mr Gour was Managing Director at Macquarie Capital in Singapore, where he led principal investments and advisory transactions across Asia, the United States and Europe in fibre, data centres, towers and AI compute within Infrastructure & Energy Capital. Prior to this, he was a Partner at McKinsey & Company, where he led multi-year operational and commercial transformation programs.

Mr Gour brings deep expertise in digital infrastructure and holds a number of board and advisory roles, including as a Board Director of Macquarie Data Centre Investments and an Advisory Board Member of TowerXchange.

The Board considers that Mr Gour's skills and experience complement those of the existing Directors and will support the Company in pursuing its strategic objectives.

The Board, having assessed Mr Gour's associations and experience, has determined that he is an independent Director.

Directors' recommendation

The Directors (excluding Vikas Gour) recommend that Shareholders vote in favour of this Resolution.

Issue of Securities to Director

Resolution 4 – Approval of Issue of Incentive Options to Managing Director and CEO to Shalini Lagrutta

Background

The Company seeks to invite Ms Lagrutta, subject to Shareholder approval that is sought under Resolution 4, to participate in the Company's Employee Securities Incentive Plan (**Plan**) by subscribing for 11,323,000 Options under the Plan representing her FY27 LTI award (**Incentive Options** or **Options**). The FY27 LTI award has been structured to award the CEO for both the growth in the company value that has been created for shareholders to date, and to further align and incentivise the CEO with further creation of shareholder value into the future.

The Incentive Options will have the following material terms:

Number of Incentive Options	Vesting conditions	Exercise Price and Mechanism
1,887,167 (Tranche 1)	Service based vesting condition. Vesting will be determined by continued service with the Company until the 30 June 2027.	The exercise price is set at 90 cents. Each option may be exercised by payment of the exercise price or by the use of the cashless exercise mechanism. If the exercise price is paid, each option entitles the holder to subscribe to one fully paid ordinary Share. Otherwise, cashless exercise, whereby vested Options may be exercised without payment of the \$0.90 exercise price in cash, with the number of Shares issued calculated in accordance with the applicable cashless exercise formula (see below).
1,887,167 (Tranche 2)	Service based vesting condition. Vesting will be determined by continued service with the Company until the 30 June 2028.	The exercise price is set at 90 cents. Each option may be exercised by payment of the exercise price or by the use of the cashless exercise mechanism. If the exercise price is paid, each option entitles the holder to subscribe to one fully paid ordinary Share. Otherwise, cashless exercise, whereby vested Options may be exercised without payment of the \$0.90 exercise price in cash, with the number of Shares issued calculated in accordance with the applicable cashless exercise formula

		(see below).
1,887,166 (Tranche 3)	Service based vesting condition. Vesting will be determined by continued service with the Company until the 30 June 2029.	The exercise price is set at 90 cents. Each option may be exercised by payment of the exercise price or by the use of the cashless exercise mechanism. If the exercise price is paid, each option entitles the holder to subscribe to one fully paid ordinary Share. Otherwise, cashless exercise, whereby vested Options may be exercised without payment of the \$0.90 exercise price in cash, with the number of Shares issued calculated in accordance with the applicable cashless exercise formula (see below).
1,887,167 (Tranche 4)	Service based vesting condition. Vesting will be determined by continued service with the Company until the 30 June 2027.	The exercise price is set at 60 cents. Each option may be exercised by payment of the exercise price or by the use of the cashless exercise mechanism. If the exercise price is paid, each option entitles the holder to subscribe to one fully paid ordinary Share. Otherwise, cashless exercise, whereby vested Options may be exercised without payment of the \$0.60 exercise price in cash, with the number of Shares issued calculated in accordance with the applicable cashless exercise formula (see below).
1,887,167 (Tranche 5)	Service based vesting condition. Vesting will be determined by continued service with the Company until the 30 June 2028.	The exercise price is set at 60 cents. Each option may be exercised by payment of the exercise price or by the use of the Cashless exercise mechanism. If the exercise price is paid, each option entitles the holder to subscribe to one fully paid ordinary Share. Otherwise, cashless exercise, whereby vested Options may be exercised without payment of the \$0.60 exercise price in cash, with the number of Shares issued calculated in accordance with the applicable cashless exercise formula (see below).
1,887,166 (Tranche 6)	Service based vesting condition. Vesting will be determined by continued	The exercise price is set at 60 cents. Each option may be exercised by payment of the exercise price or by the use of the cashless exercise mechanism.

	service with the Company until the 30 June 2029.	If the exercise price is paid, each option entitles the holder to subscribe to one fully paid ordinary Share. Otherwise, cashless exercise, whereby vested Options may be exercised without payment of the \$0.60 exercise price in cash, with the number of Shares issued calculated in accordance with the applicable cashless exercise formula (see below).
11,323,000		

A summary of the other material terms of the Incentive Options is summarised as follows:

- **Expiry date:** The Incentive Options expire 5 years from the date of issue.
- **Issue price:** There is no issue price applicable to the Options.
- **Cashless exercise:** On exercise of Options, the holder will receive Shares to the value of the surplus after the exercise price has been set off. The holder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise, determined as the volume weighted average of the prices at which Shares traded on the ASX during the 5 days prior immediately preceding the exercise date on which Shares in the Company were traded on the ASX (Market Share Price of the Shares), calculated in accordance with the following formula:

$$S = \frac{O \times (MSP - EP)}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Options

O = Number of Options

MSP = Market Share Price of the Shares

EP = Option exercise price

- **Entitlement:** Each vested Incentive Option entitles the holder to acquire one Share upon exercise.
- **Unvested Options:** If Ms Lagrutta ceases to be employed by the Company before the vesting date, the unvested Incentive Options will lapse, subject to any discretion of the Board under the Plan.
- **Shares issued on exercise:** Shares issued on exercise of the Incentive Options will rank equally with the Company's existing fully paid ordinary shares from the date of issue.
- **Transfer:** The Incentive Options may not be transferred or otherwise dealt with except as permitted under the Plan or with the approval of the Board.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- a director of the Company;

- b. an associate of a director of the Company; or
- c. a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Shalini Lagrutta is the Managing Director and CEO of the Company, the proposed issue of Incentive Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Incentive Securities to Shalini Lagrutta under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Options.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will negotiate other potential ways to incentivise Shalini Lagrutta.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Vikas Gour and Myo Ohn) carefully considered the issue of these Incentive Options to Ms Lagrutta and formed the view that the giving of this financial benefit constitutes reasonable remuneration in the circumstances of the Company, having regard to the quantum and terms of the Incentive Options, the responsibilities held by Shalini Lagrutta in the Company, and in respect of the cashless exercise mechanism, which is expected to result in fewer Shares being issued upon exercise and potentially reduce selling pressure on the Company's Shares.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Options to Shalini Lagrutta fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution.

Therefore, the proposed issue of Incentive Options to Shalini Lagrutta requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Options to Shalini Lagrutta is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- a) The allottee is Shalini Lagrutta or her nominee.

- b) Ms Lagrutta falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company.
- c) The maximum number of Incentive Options that may be acquired by Ms Lagrutta under the Plan is 11,323,000.
- d) The current total fixed annual remuneration (**FAR**) received by Shalini Lagrutta is \$482,460 per annum including statutory superannuation. Ms Lagrutta is entitled to receive an STI component of 67% of FAR subject to meeting agreed KPIs.
- e) Since the Company's Employee Incentive Plan was last approved by Shareholders on 21 November 2025, the Company has issued 5,201,613 zero exercise price options to Shalini Lagrutta.
- f) A summary of the material terms of the Incentive Options is set out above. It is further noted that the Incentive Options will expire at 5pm (Sydney time) on the date that is 5 years from the date of issue. Any Option not exercised before the expiry date will automatically lapse on the expiry date.
- g) The Board considers that Incentive Options, rather than Shares or cash, are an appropriate form of incentive as well as a prudent means of rewarding and incentivising Shalini Lagrutta whilst conserving the Company's available cash reserves. The Board believes Incentive Options are appropriate service-based incentives which will align the interest of Ms Lagrutta as an Executive Director with those of Shareholders and provide an incentive for sustained growth in shareholder value, as value will generally only be realised where the share price exceeds the exercise price.
- h) The Incentive Options were valued using the Black-Scholes option pricing model. The value attributed to the Incentive Options is set out below:

Incentive Options	Exercise price	Value per Option	Number of Options
Tranche 1	\$0.90	\$0.2201	1,887,167
Tranche 2	\$0.90	\$0.2356	1,887,167
Tranche 3	\$0.90	\$0.2479	1,887,166
Tranche 4	\$0.60	\$0.2334	1,887,167
Tranche 5	\$0.60	\$0.2466	1,887,167
Tranche 6	\$0.60	\$0.2570	1,887,166
Total			11,323,000

- i) The Incentive Options will be issued immediately after this Meeting, and in any event, no later than 3 years from the date of this Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), if approved by Shareholders of the Company.
- j) The Incentive Options are being issued for nil consideration.
- k) The material terms of the Plan are set out in Annexure A of this Notice of Meeting.
- l) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' recommendation

The Directors (excluding Shalini Lagrutta) recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Shares to Institutional Investors

Resolution 5 – Ratification of Prior Issue of 22,425,683 Placement Shares to Institutional Investors

Background

As announced by the Company on 9 June 2026, the Company had received binding commitments to raise A\$7 million (before costs) from sophisticated institutional investors and a total of 53,846,154 fully paid ordinary shares (**Placement Shares**) were issued under the Company's available capacity under ASX Listing Rule 7.1 (22,425,683 Placement Shares) and ASX Listing Rule 7.1A (31,420,471 Placement Shares).

The Placement was conducted at an issue price of A\$0.13 per share, which represented a:

- 25.7% discount to the last close of A\$0.175 on Friday, 5 June 2026;
- 6.7% premium to the 5-day VWAP for the period ending on Friday, 5 June 2026 (of A\$0.122); and
- 8.2% premium to the 15-day VWAP for the period ending on Friday, 5 June 2026 (of A\$0.120).

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 22,425,683 Placement Shares to Institutional Investors on 15 June 2026 (**Issue Date**).

All of the 22,425,683 Placement Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company 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.

The issue of Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 22,425,683 Placement Shares will be excluded from the calculation of the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without

Shareholder approval over the 12-month period following the Issue Date (**Listing Rule 7.1 Placement Capacity**).

If this Resolution is not passed, the issue of 22,425,683 Placement Shares will be included in the calculation of the Listing Rule 7.1 Placement Capacity.

Specific Information required by ASX Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the issue of Placement Shares as follows:

- (a) The Placement Shares were issued to sophisticated institutional investors who were identified by the sole lead manager to the Placement, Jarden Australia Pty Ltd. Other than PURE Asset Management Pty Ltd who was a substantial holder of the Company and the investors listed below who received more than 1% of the Company's issued capital at the time of the Placement, none of the Placement participants were related parties of the Company, members of the Company's key management personnel, substantial holders of the Company, advisers of the Company or an associate of any such persons whose identity is likely to be material and required to be disclosed for the purposes of seeking approval under Listing Rule 7.4.

Investor	Percentage of the Company's issued capital at the time of issue
Citicorp Nominees Pty Limited	1.8%
Warbont Nominees Pty Ltd	2.52%

- (b) 22,425,683 Placement Shares were issued under Listing Rule 7.1 on 15 June 2026.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) Each of the Placement Shares were issued at an issue price of \$0.13 per Placement Share, which raised a total of A\$7 million (before costs) for the Company.
- (e) The funds raised from the issue of the Placement Shares will be used by the Company to support the delivery of customer contracts (including the AI HPC contract announced on 3 June 2026), to expand the manufacturing capability in Southeast Asia and to pursue growth initiatives.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A (Additional 10% Capacity)

Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company 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.

Under 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 add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$150.15 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in 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 Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- b) the time and date of the entity's next annual general meeting; and
- c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

Other than a potential placement discussed below (see "Allocation policy for issues under Listing Rule 7.1A"), as at the date of this Notice, the Company has not formed any specific intention regarding the issue of equity securities under the Listing Rule 7.1A Mandate, including the number

of issues, the timing of any issues or the parties to whom securities may be issued. If Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- a) Geographical market expansion;
- b) Modular Data centre product innovation; and
- c) General working capital and operational expenses.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;
- c) which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.24 50% decrease in issue price	\$0.48 issue price ^(b)	\$0.96 100% increase in issue price
"A" is the number of shares on issue,^(a) being 375,384,201 Shares	10% voting dilution^(c)	37,538,420	37,538,420	37,538,420
	Funds raised	\$9,009,221	\$18,018,442	\$36,036,883
"A" is a 50% increase in shares on issue, being 563,076,302 Shares	10% voting dilution^(c)	56,307,630	56,307,630	56,307,630
	Funds raised	\$13,513,831	\$27,027,662	\$54,055,325
"A" is a 100% increase in shares on issue, being 750,768,402 Shares	10% voting dilution^(c)	75,076,840	75,076,840	75,076,840
	Funds raised	\$18,018,442	\$36,036,883	\$72,073,766

Notes:

- i. Based on the total number of fully paid ordinary Shares on issue as at 8 October 2026.
- ii. Based on the closing price of the Company's Shares on ASX as at 8 October 2026.
- iii. The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- iv. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- v. The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;

- b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- c) the potential effect on the control of the Company;
- d) the Company's financial position and the likely future capital requirements; and
- e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period. As at the date of this Notice, the Company is contemplating a placement of equity securities which may be announced prior to the Meeting. However, no final determination has been made regarding the specific terms of any such placement, including the number of securities to be issued, the identity of the participants or the timing of the issue.

Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued 31,420,471 Shares to institutional investors under Listing Rule 7.1A on 15 June 2026. Details of this issuance are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
<i>Issued on 15 June 2026</i>				
31,420,471 Fully Paid Ordinary Shares	Issue of shares to sophisticated institutional investors under a Placement announced by the Company on 9 June 2026. The Placement was completed utilising existing capacity under ASX Listing Rule 7.1 and 7.1A. The shares were fully paid on issue	Issue price of \$0.13 per share which represents a 25.7% discount to the closing share price of \$0.175 on 5 June 2026 (last trading day before agreement to issue)	Cash consideration of \$4,084,661. Placement proceeds were used to support the delivery of customer contracts including the AI HPC contract, expand the Company's manufacturing capability in South East Asia, meet working capital	Sophisticated institutional investors. PURE Asset Management Pty Ltd, a substantial holder of the Company, was allotted 2,019,887 Shares under Listing Rule 7.1A. The following allottees received Shares representing more than 1% of the Company's issued capital under Listing Rule 7.1A: Regal Funds Management – 10,289,564 Shares (2.8%); Wilson Asset Management – 9,875,006 Shares (2.68%); UBS Securities

	and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.		requirements to pursue growth initiative and meet costs associated with the Placement.	Australia – 5,420,672 Shares (1.47%). Apart from the above parties, none of the Placement participants were related parties of the Company, members of the Company's key management personnel, substantial holders of the Company, advisers of the Company or an associate of any such persons whose identity is likely to be material and required to be disclosed for the purposes of seeking approval under Listing Rule 7.1A.
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Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")	31,420,471
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12-month period (fully diluted)	10.07%

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution.

Resolutions 7 and 8– Approval of Issue of Options to Non-Executive Directors of the Company

Background

The Company proposes to issue options to Dr Ohn and Mr Gour (or their nominees), Non-Executive Directors of the Company (**NED Options** or **Options**) under the Company's Employee Securities Incentive Plan (**Plan**).

The Company recently undertook a benchmarking exercise comparing the remuneration of its Non-Executive Directors against comparable ASX-listed companies. Having regard to the outcomes of the benchmarking exercise, the Board determined that, in addition to their fixed annual remuneration (**FAR**), Dr Ohn and Mr Gour will be eligible to receive an equity-based remuneration component through the grant of Options under the Plan. The proposed grant is intended to appropriately recognise the responsibilities and contribution of the Non-Executive Directors, increase the equity-based component of their remuneration and further align their interests with those of Shareholders.

As the Options will form part of the Directors remuneration, they will be granted for no cash consideration and there will be no amount payable on vesting. Each vested Option entitles the Directors to exercise and be issued one ordinary fully paid share in the Company. Prior to exercise, the Options do not entitle the Directors to any dividends or voting rights.

A summary of the material terms of the Incentive Options is set out below:

	Myo Ohn	Vikas Gour
NED Options	504,000	150,000
Exercise price	\$0.00	\$0.00
Vesting	NED Options vest on 1 July 2027 subject to the Non-Executive Director continuing to hold office.	NED Options vest on 1 July 2027 subject to the Non-Executive Director continuing to hold office.
Expiry Date	5pm (Sydney time) on the date that is 5 years from the date of issue. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.	5pm (Sydney time) on the date that is 5 years from the date of issue. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Dr Ohn and Mr Gour are Non-Executive Directors of the Company, the proposed issue of NED Options to each of them constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolutions 7 and 8 seek the required Shareholder approval to issue the NED Options to Dr Ohn and Mr Gour under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If Resolutions 7 and 8 are passed, the Company will be able to proceed with the proposed issue of Options to Dr Ohn and Mr Gour.

If Resolutions 7 and 8 are not passed, the Company will not be able to proceed with the proposed issue of Options to Dr Ohn and Mr Gour and will negotiate other potential ways to incentivise the Non-Executive Directors.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Options to Dr Ohn and Mr Gour constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

For Resolution 7, the Directors of the Company (other than Dr Ohn) carefully considered the issue of the NED Options to Dr Ohn and determined that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of NED Options to Dr Ohn (or his nominee) because same is considered as reasonable remuneration for the purposes of section 211 of the Corporations Act, having regard to the circumstances of the Company and Mr Myo’s contribution to the Company.

For Resolution 8, the Directors of the Company (other than Mr Gour) carefully considered the issue of the NED Options to Mr Gour and determined that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of NED Options to Mr Gour (or his nominee) because same is considered as reasonable remuneration for the purposes of section 211 of the Corporations Act, having regard to the circumstances of the Company and Mr Gour’s contribution to the Company.

Information Required by ASX Listing Rule 10.15

The following information in relation to the proposed issue of Options to the Company’s Non-Executive Directors is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottees are Dr Myo Ohn (Resolution 7) and Mr Vikas Gour (Resolution 8) or their respective nominees.
- (b) Dr Ohn and Mr Gour fall into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company.
- (c) The maximum number of NED Options that may be issued under the Plan is as follows:
 - 504,000 Options – Dr Ohn
 - 150,000 Options – Mr Gour

- (d) The current total remuneration package received by each Director is as follows:

Director	Fixed Annual Remuneration
Myo Ohn	\$100,800 exclusive of superannuation
Vikas Gour	\$60,000 exclusive of superannuation

- (e) The total number of securities that have previously been issued to the Directors under the Plan and the acquisition price paid by each Director for those Securities is outlined below:

Director	Number of securities	Acquisition price
Myo Ohn	1,083,871 Options	Nil
Vikas Gour	Nil	N/A

- (f) The Board considers the Options an appropriate form of additional remuneration as they align their interests with those of Shareholders and encourage their continued service to carry on the role of implementing and executing the Company’s strategies through the applicable vesting period. The proposed grant of Options also reflects the outcome of the Company’s remuneration benchmarking exercise and is intended to ensure that the overall remuneration arrangements for Non-Executive Directors remain appropriately positioned having regard to relevant market benchmarks. Further, the Options will provide the

Directors with a tax-effective mechanism to build their shareholding as they will not be required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon the issue of the Shares).

- (g) In respect of each Option that will be issued to Non-Executive Directors, the Company will attribute a value equal to \$0.40, being the Company's closing share price on 14 September 2026.
- (h) The NED Options will be issued immediately after this Meeting, and in any event, no later than 3 years from the date of this Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), if approved by Shareholders of the Company.
- (i) The NED Options are being issued for nil consideration pursuant to the terms of the Plan.
- (j) The material terms of the Plan are set out in **Annexure A** of this Notice of Meeting.
- (k) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' recommendation

In relation to Resolution 7, the Directors (excluding Myo Ohn) recommend that Shareholders vote for Resolution.

In relation to Resolution 8, the Directors (excluding Vikas Gour) recommend that Shareholders vote for Resolution.

Enquiries

Shareholders are asked to contact the Joint Company Secretary maria.clemente@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Day-light Savings Time.

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with ASX on 31 August 2026.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Moore Australia Audit (WA) dated 30 August 2026 as included in the Annual Financial Report lodged by the Company with the ASX on 31 August 2026.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means DXN Limited ACN 620 888 548.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 19 October 2026 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average price of the Company's Shares over a specified period.

Annexure A - Summary of Material Terms of Employee Incentive Plan

The following is a summary of the material terms and conditions of the Employee Incentive Plan (**Plan**):

1. **(Eligible Participant):** A person is eligible to participate in the Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the Plan from time to time and are an "ESS participant" (as that term is defined in Division 1A of the Corporations Act) in relation to the Company or an associated entity of the Company.

This relevantly includes, amongst others:

- (a) an employee or director of the Company or an individual who provides services to the Company;
- (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
- (c) a prospective person to whom paragraphs (a) or (b) apply;
- (d) a person prescribed by the relevant regulations for such purposes; or
- (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. **(Maximum allocation):**

The Company must not make an offer of securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3-year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

3. **(Purpose):** The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.

4. **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.
5. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of securities for monetary consideration as required by the provisions of Division 1A.

6. **(Grant of securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
7. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
9. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
11. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
13. **(Rights attaching to Plan Shares):** All Shares issued under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14. **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
15. **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
17. **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

18. **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.



DXN Limited | ABN 46 620 888 548

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **10:30am (AEDT) on Monday, 16 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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