
BEONIC LIMITED
ACN 009 264 699
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 a.m. (AEDT)
DATE: Tuesday, 17 November 2026
PLACE: Upper Ground Floor, 40 Mount Street, North Sydney NSW 2060

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00 am (AEDT) on Sunday, 15 November 2026.

BOARD RECOMMENDATION

The Directors the resolutions are of the view that the resolutions within this notice, are in the best interests of Shareholders and accordingly, recommend that Shareholders vote in favour of this Resolution. The Chair intends to vote any undirected proxies in favour of all resolutions.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL MCCONNELL

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

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

3. RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO WILLIAM TUCKER

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 1,706,250 Shares at \$0.08 per Shares to Mr William Tucker on the terms and conditions set out in the Explanatory Statement"

4. RESOLUTION 4 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO WILLIAM TUCKER

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 7,880,535 Performance Rights to Mr William Tucker under the Rights Plan, on the terms and conditions set out in the Explanatory Statement"

5. RESOLUTION 5 – APPROVAL OF BEONIC'S RIGHTS PLAN

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

"That, for the purposes of Listing Rule 7.2 exception 13 (b) and for all other purposes, Shareholders approve the Beonic's Rights Plan as described in the Explanatory Memorandum"

Dated: 19 October 2026

Michael Pearce

Company Secretary
On behalf of the board

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolutions 3 and 4 - Approval of Issue of Shares and Performance Rights to William Tucker, CEO and Executive Director of the Company Resolution 5 – Approval Of Beonic's Rights Plan	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (a) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 3 – Approval of Issue of Shares to William Tucker, CEO and Executive Director of the Company	Mr William Tucker (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval of Issue of Performance Rights to Mr William Tucker	Mr William Tucker (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 5 – Approval Of Beonic's Rights Plan	a person who is eligible to participate in the Beonic Rights Plan or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on Michael Pearce at michael.pearce@beonic.com

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.beonic.com/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

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

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL MCCONNELL

3.1 General

Listing Rule 14.5 provides that, the Company must hold a director election at each Annual General Meeting. Michael McConnell, having held office the longest since his election since 14 May 2024 and being eligible, retires and seeks re-election.

Further information in relation to Michael McConnell is set out below.

Qualifications, experience and other material directorships	Mr McConnell joined the Board as an Independent Non-Executive Director on 1 July 2024, and has been Chair of the Board since 27 November 2024 and is a member of the Nomination and Remuneration Sub-Committee. Michael is an experienced director and private investor who is currently a Non-Executive Director of the following publicly traded companies: OneSpan, QuickFee and Beonic. Additionally, he serves on the Advisory Board at Jacob Stern & Sons, a private company. Previously, he was the Managing Director of Shamrock Capital Advisors. Michael has served on numerous public and private company boards in the United States of America, Australia, New Zealand, Israel and Ireland. He has experience across a variety of industries, including media, entertainment, enterprise software, radio broadcasting, cable distribution, basic materials, chemicals, e-commerce, fintech and consumer products.
Term of office	Mr McConnell has served as a Director since 1 July 2024 and was last re-elected on 23 August 2024.
Independence	If re-elected, the Board considers that Mr McConnell will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr McConnell that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr McConnell since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr McConnell) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr McConnell will be re-elected to the Board as an independent Director and Chair of the Board.

If this Resolution is not passed, Mr McConnell will not continue in their role as independent Chair of the board and a director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO WILLIAM TUCKER

4.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 1,706,250 Shares to a Related Party, being Mr William Tucker, CEO and Executive Director of the Company.

The Shares are proposed to be issued as part of a retention bonus payment for nil consideration, at a deemed issue price of \$0.08 per Share and are subject to an 18 month service condition

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Mr Tucker is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Tucker) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

4.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	William Tucker or his nominee
Categorisation under Listing Rule 10.11	The recipient falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	1,706,250 Shares
Terms of Securities	Fully paid ordinary Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued for nil consideration at a deemed issue price of \$0.08 per Share.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The shares will be issued as part of a retention bonus to William Tucker.
Material terms of the employment agreement	The material terms of William Tucker employment agreement are below. • Base salary: \$473,616 inclusive of superannuation (as of 01 July 2026). • Term: unspecified. • Base remuneration: Reviewed annually by the Remuneration and Nomination Committee. • Bonus entitlements: Determined annually by the Remuneration and Nomination Committee. • Termination notice period: 6 months' notice, or without notice in the event of serious misconduct. • Restraint of trade period: up to 6 months.
Remuneration package	The total remuneration package for Mr. Tucker in the financial year ended 30 June 2026 was \$455,400, comprising salary and fees of \$425,400, superannuation of \$30,000. This was increased to \$473,616 on 01 July 2026, comprising salary and fees of \$441,116, superannuation of \$32,500.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

4.6 Directors Recommendation

The Directors (excluding Mr Tucker) recommend that Shareholders vote in favour of this Resolution.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO WILLIAM TUCKER

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of 7,880,535 Performance Rights to Mr William Tucker, CEO and Executive Director of the Company (or his nominee(s)) pursuant to the Company's Rights Plan (Plan) on the terms and conditions set out below.

The proposed grant of 7,880,535 Performance Rights is made up of 2,350,335 Performance Rights issued as a FY27 Short term Incentive Performance Rights (**FY27 STI Performance Rights**); and 5,530,200 FY27 Long term Incentive Performance Rights (**FY27 LTI Performance Rights**).

5.2 FY27 Short Term Incentive

The FY27 short term incentive (**STI**) award is based on the achievement of annual recurring revenue targets and strategic objectives, subject to a gateway of the achievement of 34.1% Rule of 40 (percentage EBITDA margin plus percentage recurring revenue growth) score. Subject to shareholder approval, 50% of the awarded short term incentive will be taken in the form of vested FY27 STI Performance Rights.

The 2,350,335 FY27 STI Performance Rights represent the maximum award under the FY27 Short term incentive and will vest upon achievement of the STI gateway, targets and objectives. If the STI gateway, targets and objectives the performance rights will vest.

The Performance Rights are valued at \$0.08 per right and the maximum FY27 STI award is valued at 85% of total fixed remuneration, with the maximum FY27 equity valued at 42.5% of total fixed remuneration

5.3 FY27 Long Term Incentive

FY27 Long Term Incentive (**LTI**) is made up of the grant of 5,530,200 FY27 LTI Performance Rights, which vest three years after the date of grant subject to the achievement of FY27 LTI Vesting Conditions and expire five years from the day of grant.

FY27 LTI Vesting Conditions include a service condition and the achievement of Compound Annual Growth Rate (**CAGR**) of Annual Recurring Revenue (**ARR**) target over the three year period begin on 1 July 2026.

Performance Level	ARR CAGR	% of Grant Vesting	Performance Rights
Stretch	≥ 20% CAGR	100%	5,530,200
Between Target and Stretch	> 15% CAGR & < 20% CAGR	Pro-rata	Pro-rated
Target	15% CAGR	50%	2,765,100
Between Threshold and Target	> 9.3% CAGR < 15% CAGR	Pro-rata	Pro-rated
Threshold	= 9.3% CAGR	25%	1,382,550
Below Threshold	<9.3% CAGR	0%	No Equity Award

The Performance Rights are valued at \$0.08 per right and the maximum FY27 LTI award is valued at 50% of total fixed remuneration.

5.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.2 above.

The issue constitutes giving a financial benefit and Mr Tucker is a related party of the Company by virtue of being a director.

The Directors (other than Mr Tucker) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Tucker, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.5 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

5.6 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within three years of the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and may seek to remunerate Mr Tucker via alternative means.

5.7 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr William Tucker (or his nominee)
Categorisation under Listing Rule 10.14	Mr Tucker falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of Mr. Tucker who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	7,880,535 Performance Rights will be issued.
Remuneration package	The total remuneration package for Mr. Tucker in the financial year ended 30 June 2026 was \$455,400, comprising salary and fees of \$425,400, superannuation of \$30,000.
Securities previously issued to the recipient/(s) under the Plan	4,371,384 Performance Rights have previously been issued to Mr. Tucker for nil cash consideration under the Plan, none of which vested under the plan.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in sections 5.2, 5.3 and Schedule 2, under the Rights Plan rules Schedule 1.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to Mr Tucker will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Tucker; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed.
Valuation	The Company values the Performance Rights at \$0.08 per right
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue price of Securities	The Securities will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is

REQUIRED INFORMATION	DETAILS
	approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

5.8 Directors Recommendation

The Directors (excluding Mr Tucker) recommend that Shareholders vote in favour of this Resolution.

6. RESOLUTION 5 – APPROVAL OF BEONIC'S RIGHTS PLAN

6.1 General

Listing Rule 7.1 restricts the amount of equity securities that listed companies 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. There are however several exceptions to this restriction. Listing Rule 7.2 exception 13(b) allows the Company to issue securities for a period of three years under an employee incentive scheme to be automatically excluded from the calculation of the Company's 15% capacity, if Shareholder approval is obtained. As such, Shareholder approval is sought for the Beonic's Rights Plan.

The objective of the Beonic's Rights Plan, is to:

- assist in the reward, retention and motivation of eligible employees;
- link the reward of eligible employees to Shareholder value creation;
- align the interests of eligible employees with Shareholders by providing an opportunity for eligible employees; and
- to earn rewards via an equity interest in the Company based on creation of Shareholder value; and
- is to attract, motivate and retain key employees.

The Company considers the future issue of securities under the Beonic's Rights Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

6.2 Information required by Listing Rule 7.2 exception 13

REQUIRED INFORMATION	DETAILS
The terms of the scheme.	The Rights Plan rules are provided in schedule 1.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;	The Beonic's Rights Plan was approved by shareholder on 27 November 2024, with 1,890,034 Performance Rights issued under Listing Rule 7.2 Exception 13 since that date
The maximum number of equity securities proposed to be issued under the scheme following the approval	It is proposed that a maximum of 15,821,181 securities be issued using Listing Rule 7.2 Exception 13, under the plan.
Voting exclusion and prohibition statements	Voting exclusion and prohibition statements apply to these Resolutions.

6.3 Information required by Listing Rule 14.1A

If this Resolution is approved, the Company will be able to issue up to 15,821,181 securities over a period of three years under the Long Term Incentive Plan without using the Company's 15% capacity.

If this Resolution is not approved, any issue of securities under the Long Term Incentive Plan will use the Company's 15% capacity.

6.4 Directors Recommendation

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

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Beonic Limited (ACN 009 264 699).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Maturity Date has the meaning given in Section **Error! Reference source not found.**

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2026.

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

Rights Plan means the Company's incentive performance rights plan for which Shareholder approval was obtained at its annual general meeting held on 27 November 2024.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means volume weighted average price.

SCHEDULE 1 – SUMMARY OF KEY TERMS AND CONDITIONS OF RIGHTS PLAN

- (a) Under the rules of the Rights Plan, the Board has a discretion to offer any of the following awards to senior management, directors or other nominated Eligible Persons:
 - (i) Performance Rights,
 - (ii) Service Rights, and/or Restricted Rights
- (b) Subject to compliance with the Listing Rules, the Corporations Act and the Company's constitution, the Board may make Invitations at such times and to such Eligible Persons as it determines in its discretion.
- (c) The Measurement Period applicable to each Tranche of Performance Rights will be three years unless otherwise specified in the Invitation. The Measurement Periods for Performance Rights will relate to periods during which performance conditions must be satisfied for them to vest.
- (d) Vesting may relate to:
 - (i) performance of the Company or an aspect of the Company's operations or the performance of the Participant, or
 - (ii) continued service of the Participant with the Group, or
 - (iii) any combination of the foregoing determined by the Board for each Tranche.
- (e) The Board may determine:
 - (i) the type and number of Performance Rights, Service Rights, and/or Restricted Rights,
 - (ii) the Term of Rights in each Tranche if other than 15 years,
 - (iii) the Vesting Conditions which are to apply to Service and/or Performance Rights, as may be applicable to each Tranche,
 - (iv) the Measurement Period applicable to each Tranche, in the case of Performance and Service Rights and Vesting Conditions,
 - (v) any Disposal Restriction Period for Shares that may be acquired on exercise of vested Rights,
 - (vi) the Exercise Restriction Period, if more than 90 days,
 - (vii) the entitlement, or otherwise, to Dividend Equivalent payments. The Exercise Price, which will be nil unless otherwise determined by the Board
 - (viii) for Service Rights, how they will be treated in the case of termination of employment,
 - (ix) the disclosure relief being relied upon if other than Division 1A of Part 7.12 of the Corporations Act,
 - (x) other terms and conditions that the Board determines to include, and
 - (xi) how to apply for Rights that are the subject of the Invitation, including the name of the person to whom the Application should be sent and the Application Period.
- (f) The Board retains discretion to increase or decrease, including to nil, the extent of vesting in relation to each Tranche of Performance Rights or Service Rights if it forms the view that it is appropriate to do so given the circumstances that prevailed during the Measurement Period. In exercising this discretion, the Board shall take into account, amongst other factors it considers relevant, the experience of Shareholders over the relevant Measurement Period.
- (g) The Board may delegate management and administration of the Beonic's Rights Plan Rules, together with any of their powers or discretions under the Beonic's Rights Plan Rules, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit. If a participant's employment ends, the Board may decide if any of the unvested Performance Rights, Service Rights, and/or Restricted Rights vest or lapse.
- (h) The Board may in its absolute discretion apply one or more Modifiers to Tranches of Performance Rights as a condition for vesting. If a Modifier is to apply to a Tranche, it must be specified in the Invitation.
- (i) Prior to the end of a Measurement Period the Board may determine that some or all of the Performance and Service Rights held by a Participant will vest or lapse.

- (j) Rights will lapse automatically on the earlier of:
 - (i) For unvested Rights, when there is no opportunity for them to vest at a later date, or
 - (ii) The end of the Term of the Right.
- (k) To the extent that the Exercised Rights Value is to be provided in Shares, the Board will in its discretion issue or transfer Shares to the Participant, arrange for unallocated Shares held by the trustee to be allocated to and held for the benefit of the Participant, arrange for Shares to be acquired for the benefit of Participants by the trustee of the EST.
- (l) The Company or another Group Company will contribute such funds as are needed from time to time to the EST trustee to enable the EST trustee to acquire Shares and the trustee shall apply those funds to acquire Shares by market purchase, or subscription to a new issue as directed by the Board.
- (m) In the event that the Board forms the opinion that a Participant has committed an act of fraud or defalcation, all unvested Rights and Vested Rights subject to an Exercise Restriction Period held by that Participant are forfeited and lapse automatically.
- (n) In the event of the termination of employment of a Participant for cause, as determined by the Board, all unvested Rights and Vested Rights subject to an Exercise Restriction Period will be forfeited by that Participant unless otherwise determined by the Board.
- (o) Participants holding Performance Rights, Service Rights, and/or Restricted Rights are not permitted to participate in new issues of securities by the Company but adjustments may be made to the number of Shares over which the Performance Rights, Service Rights, and/or Restricted Rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the Beonic Rights Plan Rules and the Listing Rules.
- (p) The Beonic's Rights Plan limits the number of Performance Rights, Service Rights, and/or Restricted Rights requiring monetary consideration from participants, such that the sum of Performance Rights, Service Rights, and/or Restricted Rights on issue requiring monetary consideration will not exceed 5% (or any other percentage stated in the Company's Constitution from time to time) of the total number of Shares on issue at the date of the relevant invitation or the issue of the relevant Performance Rights, Service Rights, and/or Restricted Rights as the case may be. There is no limit on the number of Performance Rights, Service Rights, and/or Restricted Rights under the LTIP if no monetary consideration is payable by participants.

SCHEDULE 2 – SUMMARY OF TERMS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.
2.	Plan	The Performance Rights are granted under the Company's Rights Plan (Plan). Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.
3.	Consideration	Nil consideration is payable for the Performance Rights.
4.	Exercise Price	The Performance Rights shall have a nil exercise price.
5.	Expiry Date	Each Performance Right will expire on the earlier to occur of: (a) the Performance Rights lapsing and being forfeited under the Plan; and (b) ends 15 years from the grant date (Expiry Date). For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.
6.	Measurement Period	For the FY27 LTI Performance Rights from 1 July 2026 to 30 June 2029. For the FY27 STI Performance Rights from 1 July 2026 to 30 June 2027.
7.	Vesting Conditions	See Section 5.2 and 5.3
8.	Rights attaching to Performance Rights	Prior to a Performance Right being converted, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on conversion of the Performance Right other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (refer to section 18).
9.	Restrictions on dealing with Performance Rights	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in special circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.
10.	Cessation of Employment	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the Participant's employment for any reason, subject to the Board's overriding discretion to determine an alternate treatment.
11.	Forfeiture Conditions	Performance Rights will be forfeited in the following circumstances: (a) in the case of unvested Performance Rights only, where the Participant ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Performance Rights held by a Participant to have been forfeited; (c) where there is a failure to satisfy the Vesting Conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent or their Nominated Party (if applicable) becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
12.	Conversion	The Performance Rights can be converted at any time on and from the delivery of a vesting notice until the Expiry Date (Conversion Period).
13.	Conversion Notice	The Performance Rights may be converted during the Conversion Period by delivery of a written notice specifying the number of Performance Rights being converted (Conversion Notice).

14.	Timing of issue of Shares and quotation of Shares on conversion	Within five Business Days after the issue of a Conversion Notice by the holder, the Company will: (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and (b) if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder. Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.
15.	Restrictions on transfer of Shares on conversion	Shares issued on conversion of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on conversion of the Performance Rights are subject to restrictions imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on conversion of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.
16.	Rights attaching to Shares on conversion	Shares issued upon conversion of the Performance Rights will rank equally with the then Shares of the Company.
17.	Change of Control	Subject at all times to the Listing Rules, if a Change of Control Event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), 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 holder's Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.
18.	Participation in new issues	Subject always to the rights under paragraphs 19 and 20, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
19.	Adjustment for bonus issue	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 Performance Rights is entitled, upon conversion of the Performance Rights, to receive an issue 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 Performance Rights are converted.
20.	Reorganisation	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 holder holding Performance Rights will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
21.	Buy-Back	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Plan.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00 am (AEDT) on Sunday, 15 November 2026.**

🖥 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/beoagm2026>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00 am (AEDT) on Sunday, 15 November 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/beoagm2026>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

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

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Beonic Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Upper Ground Floor, 40 Mount Street, North Sydney NSW 2060 on Tuesday, 17 November 2026 at 10:00 am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 1,3,4 & 5** I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 1,3,4 & 5** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (**Resolutions 1,3,4 & 5**) If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Michael McConnell	☐	☐	☐
Resolution 3	Approval of Issue of Shares to William Tucker	☐	☐	☐
Resolution 4	Approval of Issue of Performance Rights to William Tucker	☐	☐	☐
Resolution 5	Approval of Beonic's Rights Plan	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2026