



Mayfield Childcare Limited
ACN 604 970 390

Notice of General Meeting

Notice is given that the Meeting will be held at:

TIME: 2:00pm AEDT

DATE: 25 November 2026

PLACE: This meeting is a hybrid meeting:

In person attendance: CSB Corporate Services, Level 30, 35 Collins Street
Melbourne VIC 3000

Virtual attendance: Online via a live webinar – access details are available at the
'Voting virtually' section of this Notice

Important Notes

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

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.

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 7:00pm AEDT on 23 November 2026.

Should you wish to discuss any matter in this Notice, please contact the Company Secretary via email at info@csbcorpservices.com.

PURPOSE OF THE MEETING

On 28 September 2026, Embark Early Education Limited (ASX: EVO) (**Embark**) gave the Company notice under section 203D of the Corporations Act of its intention to move resolutions for the removal of three directors of the Company at the next general meeting (**203D Notice**).

On 29 September 2026, the Company received a request from Embark under section 249D of the Corporations Act to call and arrange to hold a general meeting to consider resolutions for the removal of those three directors and the appointment of two new directors (**249D Notice**).

As at the date of this Notice of Meeting, Embark holds approximately 52.29% of the Company's issued shares, above the voting threshold required under section 249D of the Corporations Act to requisition a general meeting.

The Company is convening the Meeting in response to the 249D Notice.

Resolutions 1 and 2 relate to the proposed appointment of Hamish Stevens, Chair of Embark, and Christopher Scott, Managing Director of Embark, as directors of the Company. Resolutions 3, 4, and 5 relate to the proposed removal of the Company's three independent directors, Roseanne Healy, Gregory Johnson and Ingrid Fraser-Williams.

The Notice of Meeting and Explanatory Statement are important documents and should be read in their entirety. The resolutions to be considered at the Meeting are important and have significant implications for the future of your Company and investment.

If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form by 2:00pm AEDT on 23 November 2026.

The Chair of the Meeting intends to vote all undirected proxies against Resolutions 1 to 5.

Board composition and Independent Board Committee

The Board currently comprises Roseanne Healy (Independent Non-Executive Chair), Gregory Johnson, Ingrid Fraser-Williams and Gary Scott. Gary was appointed to the Board at the Company's annual general meeting on 26 May 2026 as a nominee of Embark and is not independent of Embark.

Given the actual, potential or perceived conflicts of interest arising from Gary's relationship with Embark, the Board had established an Independent Board Committee comprising Roseanne (as Chair), Greg and Ingrid (**Independent Board Committee**) to consider certain matters relating to Embark, including in relation to its previous off-market takeover offer for the Company. The Independent Board Committee has also considered and responded to the 203D Notice, the 249D Notice and the proposed Resolutions. Gary is not a member of the Independent Board Committee and has not participated in its consideration of those matters or the preparation of this Notice of Meeting.

Recommendations of the Independent Board Committee

Each member of the Independent Board Committee abstains from making a recommendation on the Resolution concerning their own removal. However, the members of the Independent Board Committee do not support the proposed changes to the Board in their current form, given that they would leave the Company without any directors independent of Embark, as further explained in the statement on page 4. Shareholders are encouraged to consider the implications of the proposed changes for the Company's governance and minority shareholder interests when determining how to vote on the Resolutions.

Those members of the Independent Board Committee who hold Shares intend to vote those Shares against all of the Resolutions.

The Chair of the Meeting intends to vote all available undirected proxies against each of the Resolutions, including Resolution 3 concerning her own removal. This is separate from her abstention from making a recommendation on that Resolution.

Gary is not a member of the Independent Board Committee and does not join in its recommendations.

References in this Notice of Meeting to the recommendations of the Independent Board Committee are to be read subject to the individual abstentions described above.

Biographies of directors proposed to be removed

Biographical details of each of Roseanne, Greg and Ingrid are set out in Section 2 of the Explanatory Statement.

Statement by directors proposed to be removed

Under section 203D(4) of the Corporations Act, a director who is the subject of a proposed resolution for their removal from office is entitled to provide a statement for circulation to shareholders.

The independent directors, Roseanne, Greg and Ingrid, have provided a joint statement pursuant to section 203D(4) of the Corporations Act, which is included on page 4.

Statement by Embark as Requisitioning Shareholder

Under section 249P of the Corporations Act, shareholders satisfying the applicable statutory requirements may request that a company circulate a statement concerning resolutions proposed to be considered at a general meeting or any other matter that may properly be considered at the meeting.

Embark has requested that the Company circulate the statement included on page 6 (**Requisitioning Shareholder's Statement**).

The Requisitioning Shareholder's Statement has been prepared by Embark and is included in this Notice of Meeting in accordance with section 249P of the Corporations Act.

The Company and the Independent Board Committee do not endorse the views expressed in that statement.

STATEMENT BY ROSEANNE HEALY, GREG JOHNSON AND INGRID FRASER-WILLIAMS

Prepared pursuant to section 203D(4) of the Corporations Act 2001 (Cth)

Dear Shareholders

Embark Early Education Limited (**Embark**) has requisitioned a general meeting to remove each of us as directors of Mayfield Childcare Limited (**Mayfield**) and appoint Hamish Stevens, Embark's Chair, and Chris Scott, Embark's Managing Director, to the Board.

Embark now holds approximately 52.29% of Mayfield's shares and has the voting power to pass the proposed ordinary resolutions.

We believe shareholders should understand how these changes will affect independent oversight and any pathway to an outcome for all shareholders.

How Embark came to hold a majority

Embark held 19.9% of Mayfield when it made an off-market takeover offer at \$0.50 cash per share (or one Embark share for every 1.24 Mayfield shares). By the close of the takeover offer on 5 March 2026, Embark had received acceptances resulting in a 49.80% voting power, less than a majority interest. We recommended rejection of that offer for the reasons outlined at the time.

Embark maintained that interest following Mayfield's August 2026 entitlement offer at \$0.10 per share. Between 29 September 2026 and 8 October 2026, Embark acquired further shares on market at between \$0.115 and \$0.125 per share, relying on the 'creeping' provisions of the Corporations Act, increasing its holding to 52.29%.

Those acquisitions gave Embark majority control of Mayfield without a further offer to remaining shareholders. Embark now seeks to replace all three independent directors, despite shareholders not having been offered another transaction for their shares.

A Board with no independent directors

If the resolutions are passed, Mayfield's Board will comprise Hamish Stevens, Chris Scott and current director Gary, who was nominated to the Board by Embark – in which case, no director would be independent of Mayfield's majority shareholder.

The ASX Corporate Governance Principles & Recommendations state that a majority of directors on the Board should be independent. Independent representation is especially important where the interests of a majority shareholder may differ from those of other shareholders.

This is particularly relevant given that Embark also operates early childhood education and care centres, and its commercial interests can at times differ from Mayfield's.

In addition, as Mayfield's controlling shareholder, Embark is now a related party under the Corporations Act. Dealings between Mayfield and Embark may give rise to conflicts of interest, regulatory restrictions and additional Corporate Governance requirements, potentially creating complexities in negotiating and implementing commercial arrangements or transactions between them.

Independent directors provide objective scrutiny of dealings involving Embark and help ensure the interests of Mayfield and all shareholders are considered. Embark itself acknowledged in section 8.5 of its bidder's statement the important role of Mayfield's independent directors in considering directors' duties and shareholder interests.

What the proposed changes mean for remaining shareholders

The proposed removal of all three independent directors would also end Mayfield's existing Independent Board Committee, which independently considered Embark's previous takeover offer and related matters. It would remove an established mechanism for independent engagement with Embark and scrutiny of any further proposal.

The resolutions provide no control premium, no new offer and no defined process for an exit. Instead, they risk leaving remaining shareholders in uncertainty and with no independent Board representation to evaluate future proposals.

Embark remains well below the 90% ownership required for compulsory acquisition and creeping acquisitions alone would take many years to reach that level. Embark's bidder's statement contemplated seeking Mayfield's removal from the ASX if it obtained control without full ownership. Subject to ASX requirements, delisting would reduce liquidity and remove protections associated with an ASX listing.

A credible transaction process involving Embark demands an independent assessment of terms, management of conflicts and informed recommendations to shareholders. Removing the existing independent directors and Independent Board Committee before any proposal is agreed would make that process far more challenging and uncertain.

Our position

In our view, removing all independent directors without arrangements for ongoing independent oversight raises serious concerns for Mayfield's Corporate Governance and for remaining shareholders.

Each of us makes no recommendation on the resolution concerning our own removal. However, we do not support the Board changes in their current form.

On 15 October 2026, Mayfield reinstated FY26 Underlying Group EBITDA guidance of \$2.4 million to \$2.7 million, above the \$2.3 million achieved in FY25. It also confirmed a head office restructure expected to deliver approximately \$1.5 million in annualised FY27 savings. Together with the August 2026 entitlement offer, these initiatives were undertaken under our oversight to strengthen Mayfield's financial position.

We remain willing to work constructively with Embark towards a bona fide transaction for the remaining Mayfield shares reflecting Mayfield's value, including an appropriate control premium.

One possible route is a negotiated scheme of arrangement, which could be implemented within a matter of months if terms are agreed and the necessary independent review, shareholder and Court approvals are obtained. The Independent Board Committee provides an established means to assess such a proposal, manage conflicts and give shareholders an informed recommendation.

That provides remaining shareholders a real choice about exiting and Embark with a clearer path to full ownership, rather than an indefinite period without a defined outcome. We believe pursuing such a transaction through an independently scrutinised process by the existing Independent Board Committee is the best way forward for all Mayfield shareholders, including Embark.

Yours faithfully

Roseanne Healy

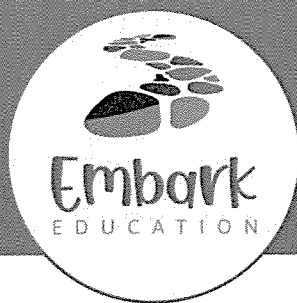
Independent Non-Executive Chair

Greg Johnson

Independent Non-Executive Director

Ingrid Fraser-Williams

Independent Non-Executive Director



Member's Statement pursuant to section 249P of the *Corporations Act 2001* (Cth)

Embark Early Education Limited ACN 667 611 752 (**Embark**) gives the following statement in connection with the general meeting of Mayfield Childcare Limited ACN 604 970 390 (**Mayfield**) requested to be convened pursuant to section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Embark is a substantial shareholder of Mayfield and has requested that Mayfield convene a general meeting for shareholders to consider resolutions to appoint Hamish William Stevens and Christopher John Scott as directors of Mayfield and to remove Roseanne Healy, Gregory James Johnson and Ingrid Katherine Fraser-Williams as directors of Mayfield.

Embark requests that this statement be distributed to all members of Mayfield pursuant to section 249P of the *Corporations Act*.

1 Mayfield's recent performance has raised serious concerns

On 2 March 2026, Mayfield issued FY26 guidance of \$4.7 million to \$5.3 million underlying group EBITDA. On 10 July 2026, Mayfield withdrew that guidance. In Embark's view, that development has increased uncertainty for shareholders as to Mayfield's financial outlook.

In its Target's Statement of 20 January 2026, the Board recommended that shareholders reject Embark's offer on the basis of Mayfield's improving performance under its turnaround strategy. Within six months, the Board had withdrawn its guidance for the year. In Embark's view, that raises uncertainty as to the Board's stewardship of the turnaround it described to shareholders.

2 Mayfield's recent disclosures indicate ongoing financial pressure

Mayfield's Half-Year Report for the six months ended 30 June 2026, released on 31 August 2026, shows underlying EBITDA of approximately negative \$774,000, compared with approximately negative \$149,000 for the same period in 2025. In Embark's view, Mayfield's financial position is deteriorating rather than recovering.

3 The Board's recent capital management decisions warrant shareholder scrutiny

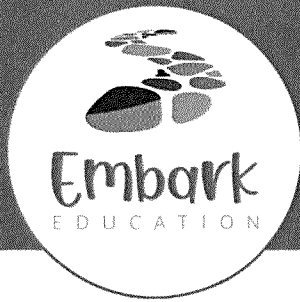
Embark notes that the offer the Board recommended shareholders reject in January 2026 was 50 cents per share, a premium of approximately 39.7% to Mayfield's undisturbed three-month volume-weighted average price of 35.8 cents. Embark further notes that, on 3 August 2026, Mayfield announced a rights issue at 10 cents per share to raise approximately \$3.0 million. In Embark's view, those events warrant careful shareholder scrutiny of the Board's strategy and stewardship.

4 Embark has lost confidence in the current Board

Having regard to the matters above, Embark has lost confidence in the current Mayfield board's ability to restore performance and deliver value for shareholders.

5 Embark seeks shareholder support for board renewal

Embark considers that the proposed changes to the composition of the Mayfield board are necessary to improve accountability, oversight and strategic direction. Embark is acting now so that a renewed Board is in place as Mayfield prepares for 2027, which Embark believes will benefit all shareholders. Embark therefore seeks shareholders' support for the resolutions to be considered at the requisitioned general meeting.



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Helensvale QLD 4212
p: +61 7 5551 6763
e: info@embarkeducation.com.au
<https://embarkeducation.com.au>
ABN: 52 667 611 752

Dated: 29 September 2026

A handwritten signature in black ink, appearing to read "Chris Scott", written over a horizontal line.

Signed for and on behalf of Embark Early Education Limited ACN 667 611 752

Chris Scott

Managing Director

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPOINTMENT OF HAMISH STEVENS AS DIRECTOR

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

“That Hamish William Stevens be appointed as a director of the Company with immediate effect.”

2. RESOLUTION 2 – APPOINTMENT OF CHRISTOPHER SCOTT AS DIRECTOR

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

“That Christopher John Scott be appointed as a director of the Company with immediate effect.”

3. RESOLUTION 3 – REMOVAL OF ROSEANNE HEALY AS DIRECTOR

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

“That in accordance with section 203D of the Corporations Act, Roseanne Celeste Healy be removed as a director of the Company with immediate effect.”

4. RESOLUTION 4 – REMOVAL OF GREGORY JOHNSON AS DIRECTOR

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

“That in accordance with section 203D of the Corporations Act, Gregory James Johnson be removed as a director of the Company with immediate effect.”

5. RESOLUTION 5 – REMOVAL OF INGRID FRASER-WILLIAMS AS DIRECTOR

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

“That in accordance with section 203D of the Corporations Act, Ingrid Katherine Fraser-Williams be removed as a director of the Company with immediate effect.”

Dated: 20 October 2026

By order of the Independent Board Committee



Roseanne Healy
Independent Board Committee Chair

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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- 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.

Voting virtually

If you are a Shareholder and you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

<https://meeting.xcend.app/MFDGMNOV2026>

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

Shareholders will be able to vote and ask questions at the virtual meeting.

Once you have logged into the meeting, you will need to click on "Go to Voting" under the Cast Your Vote section. You will then be able to lodge your voting intentions.

Please note, you can update/change your votes as many times as you wish whilst the poll is open for voting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary via email at info@csbcorpsservices.com.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide relevant information to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTIONS 1 AND 2 – APPOINTMENT OF PROPOSED DIRECTORS

Under section 249D of the Corporations Act, shareholders holding at least 5% of the votes that may be cast at a general meeting may require the directors of a company to call and arrange to hold a general meeting to consider resolutions proposed by those shareholders.

The Company's Constitution provides that the Company may appoint a person as a director by an ordinary resolution of shareholders.

In the 249D Notice, Embark requested that the Company convene a general meeting of Shareholders to consider and vote on the following resolutions:

- (a) Resolution 1 – Appointment of Hamish Stevens as director; and
- (b) Resolution 2 – Appointment of Christopher Scott as director.

Subject to the passing of Resolutions 1 and 2, the appointment of Hamish Stevens and Christopher Scott as directors of the Company will take effect from the close of the Meeting.

1.2 Resolution 1 – Appointment of Hamish Stevens as a director

No information on Hamish Stevens' qualifications, experience and expertise has been provided to the Company by Embark, other than that Hamish is a director of Embark.

Further information regarding Hamish's background, qualifications and experience is available on Embark's website and in its publicly available disclosures.

1.3 Resolution 2 – Appointment of Christopher Scott as a director

No information on Christopher Scott's qualifications, experience and expertise has been provided to the Company by Embark, other than that Chris is the Managing Director of Embark and that J 47 Pty Ltd, an entity controlled by Chris, holds 21,727,514 ordinary shares in Embark.

Further information regarding Chris's background, qualifications and experience is available on Embark's website and in its publicly available disclosures.

2. RESOLUTIONS 3, 4 AND 5 – REMOVAL OF EXISTING DIRECTORS

2.1 Background

Under section 203D of the Corporations Act, shareholders of a public company may, by ordinary resolution, remove a director from office.

The Company's Constitution provides that the Company may remove any director from office by resolution passed in general meeting.

Embark has given notice under section 203D of the Corporations Act of its intention to move, and requested under section 249D of the Corporations Act that the Company convene a general meeting of Shareholders to consider and vote on, the following resolutions:

- (a) Resolution 3 – Removal of Roseanne Healy as a Director;
- (b) Resolution 4 – Removal of Gregory Johnson as a Director; and
- (c) Resolution 5 – Removal of Ingrid Fraser-Williams as a Director.

Subject to the passing of Resolutions 3, 4 and 5, the removal of Roseanne, Greg and Ingrid as directors of the Company will take effect from the close of the Meeting.

The independent directors, Roseanne, Greg and Ingrid, have provided a joint statement pursuant to section 203D(4), which is included on page 4.

Biographical details of each of Roseanne, Greg and Ingrid are as follows.

2.2 Roseanne Healy

Roseanne brings over 20 years of experience in corporate advisory and is an accomplished Chair and Non-Executive Director having held roles in private, ASX-listed companies and statutory corporations.

Commencing her career in investment banking at JB Were, Roseanne brings leadership experience in legal, risk, finance, and corporate governance. Roseanne has held senior roles in both public and private sector organisations, as well as private equity-backed businesses. Former non-executive board roles have spanned infrastructure, banking, resources, agriculture, technology, asset, and funds management.

Currently, Roseanne serves as the Managing Director of Enterprise Corporation, a boutique corporate advisory and private equity firm. Currently Roseanne holds several Director positions, including Chair of Money Management Group and Non-Executive Director of the CMV Group, the Murray Darling Basin Authority and Australian Grain Technologies Pty Ltd.

2.3 Gregory Johnson

Greg has more than 30 years' experience in the funds management industry. He has held senior capital raising and client relationship roles at Macquarie, Perpetual, and Dimensional and has led Operations and Client Service teams at Deutsche Bank, Credit Suisse and Macquarie Funds Management. His last fulltime role was as a partner and Executive Board member of Apostle Funds Management.

Greg is an experienced Director and is a former Chair of an ASX-listed company. He is currently a Non-Executive Director of the South Sydney Rabbitohs MemberCo and also of Greyhound Racing New South Wales.

Greg has received directorship qualifications and is an active member of the Australian Institute of Company Directors.

2.4 Ingrid Fraser-Williams

Ingrid is an experienced CEO and Chair with 20 years' experience as a Non-Executive Director within health, community services, aged care, disability, including large Not-For-Profit. Ingrid has held senior management roles and directorships in ASX listed companies, Not-For-Profit and Private businesses, as well as membership-based organisations, and government business enterprises at both state and federal levels.

Ingrid's work has taken her from the coal face of local operations through to the boardrooms of national peak bodies. Working in both regional and capital city geographies, Ingrid has focused on turning around underperforming businesses, improving operating efficiency and asset management, and balancing the demands of regulatory compliance, investor aspirations and community and consumer expectations. Ingrid leads organisations with large workforces comprising unionised employees, contractors, sessional staff and volunteers.

3. RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE

Each member of the Independent Board Committee abstains from making a recommendation on the Resolution concerning their own removal. However, the members of the Independent Board Committee do not support the proposed changes to the Board in their current form, given that they would leave the Company without any directors independent of Embark, as further explained in the statement on page 4.

Shareholders are encouraged to consider the implications of the proposed changes for the Company's Corporate Governance and minority shareholder interests when determining how to vote on the Resolutions.

GLOSSARY

\$ means Australian dollars.

203D Notice means the notice under section 203D of the Corporations Act dated 28 September 2026 received by the Company from Embark, as described in the Notice.

249D Notice means the request under section 249D of the Corporations Act dated 29 September 2026 received by the Company from Embark, as described in the Notice.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

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.

Chair means the chair of the Meeting.

Company means Mayfield Childcare Limited (ACN 604 970 390).

Constitution means the Company's constitution.

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

Director means a director of the Company.

Embark means Embark Early Education Limited (ACN 667 611 752).

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Independent Board Committee means the committee of the Board comprising Roseanne Healy, Gregory Johnson and Ingrid Fraser-Williams, being the Directors who are independent of Embark, as described in the Notice.

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

Proxy Form means the proxy form accompanying the Notice.

Requisitioning Shareholder's Statement means the statement given by Embark under section 249P of the Corporations Act, as set out on page 6.

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

Schedule means a schedule to this Explanatory Statement.

Section means a section of the Explanatory Statement.

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

Mayfield Childcare Limited
ACN 604 970 390

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«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Your General Meeting Proxy Form



Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies against all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.



Attending the Meeting

Date and time	Wednesday, 25 November 2026 at 2:00pm (AEDT)
Location	CSB Corporate Services, Level 30, 35 Collins Street, Melbourne VIC 3000
Online	https://meeting.xcend.app/MFDGMNOV2026 (refer to the Online Meeting Guide)
In Person & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy



Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

Select: Mayfield Childcare Limited

Enter HIN/SRN: «AccountNumber»

Enter Postcode: if within Australia **or**

Select Country: if outside Australia

Method 3: Registered Users

Visit <https://investor.xcend.app>

Enter your username and password, then click voting

@ Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co



Post

Mail your completed and signed proxy form to:

Xcend Pty Ltd

PO Box R1905

Royal Exchange NSW 1225

Allow extra time for postal delivery

DEADLINE: Monday, 23 November 2026 at 2:00pm (AEDT)
(48 hours before the meeting)

SRN/HIN: «AccountNumber»

Registered Name & Address

«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form – Mayfield Childcare Limited
General Meeting November 2026

Appointment of Proxy

I/We, being member(s) of Mayfield Childcare Limited ("Company") and entitled to attend and vote, hereby appoint:

The Chair of the Meeting
(Mark box with an X)

OR

Name of Proxy (If you are NOT appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the General Meeting on Wednesday, 25 November 2026 at 2:00pm (AEDT) at CSB Corporate Services, Level 30, 35 Collins Street, Melbourne VIC 3000 and virtually via registration at <https://meeting.xcend.app/MFDGMNOV2026> (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in AGAINST of all Resolutions.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions	For	Against	Abstain
1 APPOINTMENT OF HAMISH STEVENS AS DIRECTOR			
2 APPOINTMENT OF CHRISTOPHER SCOTT AS DIRECTOR			
3 REMOVAL OF ROSEANNE HEALY AS DIRECTOR			
4 REMOVAL OF GREGORY JOHNSON AS DIRECTOR			
5 REMOVAL OF INGRID FRASER-WILLIAMS AS DIRECTOR			

Please Sign and Return
* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address	Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

SRN/HIN: «AccountNumber»

Registered Name & Address

- «EntityRegistrationDetailsLine1Envelope»
- «EntityRegistrationDetailsLine2Envelope»
- «EntityRegistrationDetailsLine3Envelope»
- «EntityRegistrationDetailsLine4Envelope»
- «EntityRegistrationDetailsLine5Envelope»
- «EntityRegistrationDetailsLine6Envelope»

Online Meeting Guide

Registration (Required)

Register in advance via our Virtual Meeting Portal: <https://meeting.xcend.app/MFDGMNOV2026>
Or scan the QR code with your mobile device or tablet.



You will need	Your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) Your postcode (or country if outside Australia)
Accessing the Meeting Important – Please ensure the Zoom client is installed on your device to participate fully and ask questions during the meeting.	Once registered, you will receive: A Zoom webinar link Telephone dial-in details
Telephone Participation	Shareholders joining by telephone can listen to the meeting but will not be able to ask questions.
Voting	Voting will take place during the meeting via our meeting portal: https://meeting.xcend.app/MFDGMNOV2026 You will be prompted to vote at the appropriate time.
Proxy Holders	If you have been appointed as a proxy, please contact XCEND at least 24 hours before the General Meeting to obtain your login details.
Need Help?	Contact XCEND on +61 (2) 8591-8509 for assistance.