



**ACN 602 638 531**

## **NOTICE OF ANNUAL GENERAL MEETING**

### **EXPLANATORY STATEMENT**

#### **PROXY FORM**

##### **Date of Meeting**

Thursday, 26 November 2026

##### **Time and Place of Meeting**

9:00am (WST)

Unit 16A, 81 Briggs Street,  
Carlisle WA 6101

##### **Format**

To be held as a physical meeting. Online participation link is <https://tinyurl.com/BMH-AGM-2026>

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*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 5:00pm (WST) on 24 November 2026.**

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Venue:</b>                                                                                                                                                                                                         | Unit 16A, 81 Briggs Street, Carlisle WA 6101                                                                                                   |
| <b>Date:</b>                                                                                                                                                                                                          | Thursday, 26 November 2026                                                                                                                     |
| <b>Time:</b>                                                                                                                                                                                                          | 9:00am (WST)                                                                                                                                   |
| <b>Format:</b>                                                                                                                                                                                                        | To be held as a physical meeting. Online participating link is <a href="https://tinyurl.com/BMH-AGM-2026">https://tinyurl.com/BMH-AGM-2026</a> |
| Shareholders are urged to attend or vote by lodging the Proxy Form attached to this Notice. If Shareholders are in doubt as to how to vote, they should seek advice from their professional advisers prior to voting. |                                                                                                                                                |

## Agenda

### 1. Annual Report (no resolution required)

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

*Note: there is no requirement for Shareholders to approve these reports.*

### 2. Resolution 1 – Adoption of Remuneration Report

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

*“That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Statement.”*

*Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and any comments made by Shareholders on the Remuneration Report when reviewing the Company's remuneration policies.*

#### Voting Prohibition Statement:

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

- a member of the Key Management Personnel whose details are included in the Remuneration Report; or
- 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:

- the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy 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.

### 3. Resolution 2 – Re-election of Director – Mr Anson Gan

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

*“That, for the purposes of clause 8 of the Company's Constitution, Listing Rule 14.4 and for all other purposes, Mr Anson Gan, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.”*

#### **4. Resolution 3 – Election of Director – Mr Michael Crichton**

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 14.4, clause 8.3 of the Company’s Constitution and for all other purposes, Mr Michael Crichton, a Director and who retires in accordance with clause 8.3 of the Company’s Constitution and, being eligible, offers himself for re-election, is elected as a Director.”*

#### **5. Resolution 4 – Ratification of prior issue of Shares (August 2026 Placement)**

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 7.4 and for all other purposes, Shareholders ratify the issue of 24,446,268 fully paid ordinary shares in the Company at an issue price of \$0.01 per Share on or about 14 August 2026, on the terms and conditions set out in the Explanatory Statement.”*

##### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue the subject of this Resolution, 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 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the beneficiary has given written confirmation that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, and the holder votes in accordance with directions given by the beneficiary.

#### **6. Resolution 5 – Approval of 10% Placement Facility**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

##### **Voting Exclusion Statement:**

If, at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, it will disregard any votes cast in favour of the Resolution by or on behalf of 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) or an associate of that person or those persons.

However, the Company will not disregard a vote if:

- it is cast by 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
- it is cast by the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote as the Chair decides; or

- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the beneficiary confirms in writing that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, and the holder votes in accordance with directions given by the beneficiary.

The Explanatory Statement and the Proxy Form form part of this Notice. Shareholders should read the Notice carefully before deciding how to vote on the Resolutions.

Shareholders are referred to the Glossary for terms and abbreviations used in this Notice.

### **Voting in person**

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

Based on the best information available to the Board at the time of this Notice, the Board considers it will be in a position to hold an “in-person” meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form in accordance with the lodgement instructions as set out in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote on behalf of the Shareholder;
- a proxy need not be a Shareholder of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (e.g. “the Company Secretary”); and
- where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder’s voting rights. If no such proportion is specified, each proxy may exercise half of the Shareholder’s votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms.

### **Voting entitlements**

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company’s share register at 5:00pm (WST) on 25 November 2026 will be entitled to attend and vote at the Meeting.

### **Corporate representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative.

### **Attorneys**

If an attorney is to attend the meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 48 hours before the Meeting, being 9:00am (WST) on 25 November 2026.

### **Lodgement of Appointment Documents**

Duly completed corporate representative appointment documents, powers of attorney and Proxy Forms (together with any power of attorney or other authority under which they are executed, if applicable) must be received by the Company on or before 9:00am (WST) 25 November 2026. Documents received after that time will be invalid. Appointment documents are to be submitted by emailing the Company Secretary, Nicholas Ong, at [nicholas.ong@minervacorporate.com.au](mailto:nicholas.ong@minervacorporate.com.au), or by post to BauMart Holdings Limited, PO Box 5638, St Georges Terrace, Perth WA 6831.

### **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary, Nicholas Ong, at [nicholas.ong@minervacorporate.com.au](mailto:nicholas.ong@minervacorporate.com.au) by Wednesday, 25 November 2026.

Shareholders will also have the opportunity to submit questions during the Meeting in respect of the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair. The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves.

*By order of the Board*

**Nicholas Ong**

Company Secretary

BauMart Holdings Limited

22 October 2026

# EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Company's Annual General Meeting.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

## 1. Annual Report

Under the Corporations Act, the Directors of the Company must table the Annual Report of the Company, the Financial Report, the Directors' Report and the Auditor's Report at the Meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the Annual Report.

There is no requirement for Shareholders to approve the Annual Report. At the Meeting, Shareholders will have a reasonable opportunity to discuss the Annual Report, and to ask the Directors, or the Company's auditor, about:

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

The Company will not provide a hard copy of the Company's Annual Report unless specifically requested to do so. The Company advises that the Annual Report is available on its website at <https://baumart.com.au/annual-reports/>.

## 2. Resolution 1 – Adoption of Remuneration Report

### 2.1 General

The Directors' Report for the year ended 30 June 2026 contains a Remuneration Report which sets out the policy for the remuneration of Directors and executives of the Company.

Under section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders.

### 2.2 Voting consequences

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Meeting, the Company's remuneration report for the financial year ending 30 June 2027 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's next annual general meeting, at least 25% of the votes cast on the resolution are voted against adoption of the remuneration report, the Company will be required to put to Shareholders a resolution proposing that a general meeting (Spill Meeting) be called to consider the election of Directors of the Company (Spill Resolution). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

If the Remuneration Report receives a strike at this Meeting, Shareholders should be aware that if a second strike is received at the 2027 annual general meeting, this may result in the re-election of the Board (except the managing director (if any)).

### **2.3 Previous voting results**

At the Company's 2025 annual general meeting, all of the votes cast, of those shareholders who exercised their right to vote, were in favour of the remuneration report for the 2025 financial year. The Company did not receive a 'strike' on that resolution.

### **2.4 Additional information**

Resolution 1 is an advisory only ordinary resolution.

### **2.5 Board recommendation**

The Board declines to make a recommendation as to how shareholders should vote in respect of Resolution 1 as each Director has an interest in the outcome of the Resolution.

The Chair intends to vote undirected proxies in favour of Resolution 1 in accordance with the express authorisation on the Proxy Form.

## **3. Resolution 2 – Re-election of Director – Mr Anson Gan**

### **3.1 General**

The Company's Constitution and Listing Rule 14.4 require a Director (other than a managing director) to retire and stand for re-election by no later than the third annual general meeting following the Director's appointment, or three years, whichever is longer. Clause 8 of the Company's Constitution provides for the retirement and election of Directors, including retirement by rotation.

Mr Anson Gan retires by rotation at this Meeting and, being eligible, offers himself for re-election.

### **3.2 Additional information**

Mr Anson (Tze Fong) Gan was appointed as a Non-Executive Director on 19 March 2015. He is a registered electrical engineer with the Institution of Engineers, Malaysia, and holds a Bachelor of Engineering with a major in Electrical Engineering from Curtin University, Western Australia.

Mr Gan has held project engineering and consulting positions with engineering firms in Australia, Malaysia and China, and has established his own business in green building design, green energy technology and the supply of green building materials. He is experienced in electrical engineering, project management and green building consultancy on large-scale residential and commercial construction projects.

The Board considers Mr Gan's practical construction-sector experience relevant to the Company's building-materials and modular housing activities.

Resolution 2 is an ordinary resolution.

If Resolution 2 is passed, Mr Gan will be re-elected as a Non-Executive Director of the Company.

If Resolution 2 is not passed, Mr Gan will cease to be a Director at the conclusion of the Meeting. The Board may consider an appointment to fill a casual vacancy in accordance with the Company's Constitution, with election at a subsequent general meeting as required.

### **3.3 Board recommendation**

The Board (other than Mr Gan) supports the re-election of Mr Gan and recommends that Shareholders vote in favour of Resolution 2 on the basis that Mr Gan's skills and experience, as outlined above, have and will continue to support the Company in achieving its strategic objectives.

The Chair intends to vote undirected proxies in favour of Resolution 2.

## **4. Resolution 3 – Election of Director – Mr Michael Crichton**

### **4.1 General**

Clause 8.1 of the Company's Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Company's Constitution.

Pursuant to clause 8.3 of the Company's Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Michael Crichton, having been appointed as a Non-executive Director on 15 October 2026, will retire in accordance with clause 8.3 of the Company's Constitution and Listing Rule 14.4 and being eligible, will seek election from Shareholders pursuant to clause 8.3 of the Company's Constitution.

### **4.2 Additional information**

Mr Crichton brings more than 20 years of senior management and industry experience across the logistics and construction sectors, with a strong background in operational leadership, stakeholder engagement, workforce development and organisational management. Mr Crichton spent 12 years in senior management roles with TNT Express Worldwide and DHL Worldwide Express across South Australia and Western Australia, gaining extensive experience within major international organisations and complex operational environments.

He subsequently worked with MPA Skills (Master Plumbers and Gasfitters Association WA) for approximately 10 years, where he established and developed apprenticeship programs and worked closely with the Western Australian State Government in monitoring and overseeing those programs. This experience provided valuable insight into workforce development, government engagement, compliance and industry requirements. Mr Crichton is also an elected Councillor with the City of Rockingham and serves on a local school board, bringing further experience in governance, strategic decision making and accountability.

Resolution 3 is an ordinary resolution.

If Resolution 3 is passed, Mr Crichton will be elected as a Executive Director of the Company.

If Resolution 3 is not passed, Mr Crichton will not be elected as Executive Director of the Company. The Board may consider an appointment to fill a casual vacancy in accordance with clause 8.1 of the Company's Constitution, with ratification at the Company's next annual general meeting.

### **4.3 Board recommendation**

The Board (other than Mr Crichton) supports the election of Mr Crichton and recommends that Shareholders vote in favour of Resolution 3 on the basis that Mr Crichton's skills and experience as outlined above, have and will continue to support the Company in achieving its strategic objectives.

The Chair intends to vote undirected proxies in favour of Resolution 3.

## **Resolution 4 – Ratification of prior issue of Shares**

### **4.1 General**

On 13 August 2026 the Company announced that it had received funds for a placement of 24,446,268 new fully paid ordinary shares (Placement Shares) at an issue price of \$0.01 per Share, raising \$244,462.68 before costs (Placement).

The Placement Shares were issued using the Company's existing 15% placement capacity under Listing Rule 7.1 and accordingly did not require prior Shareholder approval. Settlement and issue of the Placement Shares occurred on or about 14 August 2026. The Placement Shares rank equally in all respects with the Company's existing shares on issue.

Listing Rule 7.1 limits the equity securities a listed company may issue without shareholder approval over any 12-month period to 15% of the fully paid ordinary securities on issue at the start of that period, subject to exceptions.

Listing Rule 7.4 allows shareholders to approve an issue of securities made under Listing Rule 7.1 so that the issue is treated as having been made with shareholder approval. If Resolution 3 is passed, the Placement Shares will not count towards the Company's 15% placement capacity, refreshing that capacity to the extent of the Placement.

6 is an ordinary resolution.

#### **4.2 Information required by Listing Rule 7.5**

The Placement Shares were issued to professional and sophisticated investors who are not related parties of the Company. None of the recipients was a related party, a member of the Key Management Personnel, a substantial holder or an adviser of the Company, or an associate of any of those persons.

24,446,268 fully paid ordinary shares (ASX: BMH) were issued on or about 14 August 2026 at \$0.01 per Share, for aggregate cash consideration of \$244,462.68 before costs. The Placement Shares rank equally with existing Shares.

Funds received have been or will be applied towards the Company's ongoing operational and marketing activities in respect of its BuildMart Modular business, including research and development, and for general working capital.

The Placement Shares were issued under Listing Rule 7.1. None were issued under Listing Rule 7.1A. A voting exclusion statement is included in the Notice.

#### **4.3 Effect of the Resolution**

If Resolution 4 is passed, the issue of the Placement Shares will be treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1, and the Company's capacity to issue further Equity Securities under Listing Rule 7.1 will be refreshed to that extent.

If Resolution 4 is not passed, the Placement Shares will continue to use part of the Company's 15% placement capacity until 14 August 2027.

#### **4.4 Board recommendation**

The Board believes that Resolution 4 is in the best interests of the Company and recommends that Shareholders vote in favour of Resolution 4.

The Chair intends to vote undirected proxies in favour of Resolution 4.

### **5. Resolution 5 – Approval of 10% Placement Facility**

#### **5.1 General**

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.

Listing Rule 7.1A enables an eligible entity to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12-month period after the entity's annual general meeting at which a special resolution for the purposes of Listing Rule 7.1A is passed (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement limit under Listing Rule 7.1.

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 of \$300 million or less. As at the date of this notice, the Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

#### **5.2 Listing Rule 7.1A**

Any Equity Securities issued under Listing Rule 7.1A must be the same class as an existing class of the Company's quoted securities. As at the date of this Notice, the Company has one quoted class of Equity Securities, being its ordinary fully paid shares (ASX: BMH) (Shares).

The number of Equity Securities that may be issued under the 10% Placement Facility is a moving calculation based on the formula in Listing Rule 7.1A.2 at the time of issue:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement, plus Shares issued in the relevant period under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17), plus Shares issued on conversion of convertible securities within exception 9 or under an agreement within exception 16 where the relevant conditions are met, plus partly paid Shares that became fully paid, plus Shares issued with approval under Listing Rules 7.1 and 7.4, and less fully paid shares cancelled in the relevant period. A has the same meaning as in Listing Rule 7.1.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

### 5.3 Specific information required by Listing Rule 7.3A

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before the date on which the issue price is agreed or, if the Equity Securities are not issued within 10 trading days of that date, the date of issue.

If Resolution 5 is approved and the Company issues Equity Securities under the 10% Placement Facility, there is a risk of economic and voting dilution to existing Shareholders, including the risk that the market price may be significantly lower on the issue date than on the date of the Meeting, and that the Equity Securities may be issued at a discount to the market price on the issue date.

The table below identifies the potential dilution to existing Shareholders following an issue under the 10% Placement Facility, using 187,421,392 Shares on issue as variable A and a current market price of \$0.011.

| Shares on issue                            | New Shares | Voting dilution | Funds at \$0.0055 | Funds at \$0.011 | Funds at \$0.022 |
|--------------------------------------------|------------|-----------------|-------------------|------------------|------------------|
| <b>187,421,392</b><br>(Current Variable A) | 18,742,139 | 10%             | \$103,082         | \$206,164        | \$412,327        |
| <b>281,132,088</b><br>(50% increase)*      | 28,113,208 | 10%             | \$154,623         | \$309,245        | \$618,491        |
| <b>374,842,784</b><br>(100% increase)*     | 37,484,278 | 10%             | \$206,164         | \$412,327        | \$824,654        |

\* The number of Shares on issue (variable A) could increase as a result of issues that do not require Shareholder approval (such as an entitlements issue or scrip under a takeover offer) or that are issued with approval under Listing Rule 7.1.

The table has been prepared on the following basis: the Company issues the maximum number of Equity Securities available under the 10% Placement Facility; voting dilution is shown as 10% against issued capital at the time of issue; the table does not show dilution of a particular Shareholder; it shows only Listing Rule 7.1A issues, not the 15% capacity under Listing Rule 7.1; the issues consist only of Shares; the current market price used is \$0.011; Share numbers are rounded down to the nearest whole Share and funds are rounded to the nearest dollar.

The Company will only issue the Equity Securities during the 10% Placement Period, being the period from the date of the Meeting until the earlier of the date 12 months after the Meeting, the Company's next annual general meeting, and the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

The Company can only issue the Equity Securities for cash consideration. Funds may be used towards existing divisions (including sales and marketing), the acquisition of new assets or investments (including expenses), research and development, and/or general working capital.

The allocation policy depends on prevailing market conditions. Recipients will be determined case by case having regard to the purpose of the issue, alternative methods of raising funds (including an entitlements issue), the effect on control, the financial situation and solvency of the Company, market conditions, and advice from advisers. Persons issued securities are likely to be sophisticated and/or professional investors under section 708 of the Corporations Act. No Equity Securities will be issued under Listing Rule 7.1A to related parties.

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the annual general meeting held on 28 November 2025 (Previous Approval). The Company has not issued, nor agreed to issue, any Equity Securities under the Previous Approval. The Placement Shares the subject of Resolution 3 were issued under Listing Rule 7.1, not under the Previous Approval.

When the Company issues Equity Securities under the 10% Placement Facility, it will comply with Listing Rules 7.1A.4 and 3.10.3. A voting exclusion statement is included in the Notice. At the date of this Notice the Company has not approached any particular existing Shareholder or identifiable class of existing security holder to participate. No existing Shareholders will be excluded from voting on Resolution 5.

#### **5.4 Additional information**

Resolution 5 is a special resolution. At least 75% of votes cast by Shareholders present and eligible to vote must be in favour of Resolution 5 for it to be passed.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit under Listing Rules 7.1 and 7.1A without further Shareholder approval (subject to the Listing Rules, including the effect of Resolution 3).

If Resolution 5 is not passed, the Company will not be able to access the additional 10% Placement Facility and will remain subject to the 15% limit in Listing Rule 7.1.

#### **5.5 Board recommendation**

The Board believes that Resolution 5 is in the best interests of the Company and recommends that Shareholders vote in favour of the Resolution as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

The Chair intends to vote undirected proxies in favour of Resolution 5.

## Glossary

**\$** means an Australian dollar.

**10% Placement Facility** has the meaning given in Resolution 5.

**10% Placement Period** has the meaning given in Resolution 5.

**Annual General Meeting or Meeting** means the annual general meeting the subject of this Notice.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report for the financial year ended 30 June 2026.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report in the Financial Report.

**Board** means the board of Directors.

**Chair** means the person appointed to chair the Meeting, or any part of the Meeting.

**Closely Related Party** means a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act.

**Company or BauMart** means BauMart Holdings Limited (ACN 602 638 531).

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement which forms part of the Notice.

**Key Management Personnel** has the meaning in section 9 of the Corporations Act and AASB 124.

**Listing Rules** means the official listing rules of ASX.

**Notice** means this notice of meeting, comprising the notice, agenda, Explanatory Statement and Proxy Form.

**Placement** means the issue of 24,446,268 Shares at \$0.01 per Share on or about 14 August 2026.

**Placement Shares** means the Shares issued under the Placement.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report contained in the Directors' Report.

**Resolution** means a resolution contained in the Notice.

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

**Shareholder** means a member of the Company.

**Share Registry** means the Company's share registry, Automic Registry Services.

**WST** means Western Standard Time, as observed in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

Your proxy voting instruction must be received by **9:00am (AWST) on Tuesday, 24 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.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

