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Janus Electric Holdings Limited

5 Catamaran Road

Fountaindale, NSW 2258



Letter to Shareholders regarding Annual General Meeting

Janus Electric Holdings Limited (ASX: **JNS**) (**Janus** or the **Company**) will be holding an Annual General Meeting of shareholders as a hybrid meeting at 10:30am (AEDT) on Friday 20 November 2026 (**Meeting**).

Shareholders wishing to attend in person and engage with the Directors are invited to attend at Level 37, 180 George Street, Sydney NSW 2000.

Shareholders may also participate online via the share registry, MUFG Corporate Markets' virtual meeting platform at <https://meetings.openbriefing.com/JNS26>.

In accordance with section 110D(1) of the *Corporations Act 2001 (Cth)*, the Company will not be sending hard copies of the Notice of Meeting to shareholders, unless the shareholder has made a valid election to receive such documents in hard copy. The Notice of Meeting can be viewed and downloaded from the website link: www.asx.com.au/markets/company/JNS

Please complete and return the attached proxy form to the Company's share registry, MUFG Corporate Markets (AU) Limited:

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

Online	At au.investorcentre.mpms.mufg.com
By post	By mail to Janus Electric Holdings Limited C/- MUFG Corporate Markets (AU) Limited using the reply-paid envelope or Locked Bag A14, Sydney South, NSW 1235. Please allow sufficient time so that it reaches MUFG by the Proxy deadline.
By hand	Deliver to MUFG Corporate Markets (AU) Limited at Liberty Place, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
By fax	Fax to MUFG on +61 2 9287 0309.

Your proxy voting instruction must be received by 10:30am (AEDT) on Wednesday, 18 November 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

DRIVING THE FUTURE OF ZERO EMISSION TRANSPORT

ABN: 55 095 006 090

DRIVING THE FUTURE OF ZERO EMISSION TRANSPORT

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, MUFG Corporate Markets (AU) Limited on, 1300 554 474 (within Australia) or +61 1300 554 474 (overseas).

This announcement has been authorised for release to ASX by the Board of Janus Electric Holdings Limited.

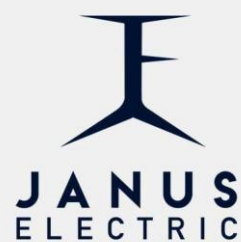
For more information, please visit www.januselectric.com.au/investors.

About Janus Electric

Janus Electric is an Australian innovator in heavy vehicle electrification, offering a turnkey solution through its patented battery swap platform, truck conversion kits, charging infrastructure, and integrated fleet management software. Janus delivers a zero-emissions, full-service electrification model for the freight and logistics sector, supporting operations across NSW, Victoria, Queensland, South Australia, and Western Australia. Its Central Coast-based production facility underpins its national deployment strategy.

Janus Electric Holdings
Limited
5 Catamaran Road,
Fountaindale NSW 2258
ACN: 095 006 090

<https://www.januselectric.com.au/>



Janus Electric Holdings Limited

Notice of 2026 Annual General Meeting
Explanatory Statement | Proxy Form

20 November 2026

10:30am AEDT

Address:
Level 37
180 George Street
Sydney
NSW 2000

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

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This Notice is given based on circumstances as at 22 October 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.januselectric.com.au/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held as a hybrid meeting at 10:30am AEDT on 20 November 2026.

Shareholders wishing to attend in person and engage with the Directors are invited to attend at Level 37, 180 George Street, Sydney NSW 2000.

Shareholders may also participate online via the share registry, MUFG Corporate Markets' virtual meeting platform at <https://meetings.openbriefing.com/JNS26>

Shareholders participating online will be able to ask questions and vote in real time via the platform. Shareholders are encouraged to log in at least 15 minutes before the scheduled start time.

Full details on how to lodge a proxy and how to attend and participate in the AGM are set out in the Notice of Meeting and the Virtual Meeting Online Guide.

Voting by proxy

If you are unable to join us for the AGM, we encourage you to vote by proxy, using one of the following methods:

Online	Lodge the Proxy Form online via the Company's Share Registry website at au.investorcentre.mpms.mufg.com . Please refer to the Proxy Form for more information.
By post	By mail to Janus Electric Holdings Limited C/- MUFG Corporate Markets (AU) Limited using the reply-paid envelope or Locked Bag A14, Sydney South, NSW 1235. Please allow sufficient time so that it reaches MUFG by the Proxy deadline.
By hand	Deliver to MUFG Corporate Markets (AU) Limited at Liberty Place, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
By fax	Fax to MUFG on +61 2 9287 0309.

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

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

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

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Janus Electric Holdings Limited will be held as a hybrid meeting at 10:30am AEDT on 20 November 2026 at Level 37, 180 George Street, Sydney, NSW 2000 and via the share registry – MUFG Corporate Markets' virtual meeting platform at <https://meetings.openbriefing.com/JNS26> (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on 18 November 2026.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

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

The Company anticipates the Annual Financial Report will be dispatched to Shareholders on or before 31 October 2026. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial year ended 30 June 2026.”

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

Voting Prohibition

As required by the Corporations Act, the Company will disregard any votes cast on Resolution 1 by any member of the Company's Key Management Personnel (KMP) or a Closely Related Party of any such member unless the person:

- votes as a proxy for a shareholder who is entitled to vote on the resolution, and is appointed by writing that specifies how the person is to vote on the resolutions; or
- is the Chair of the Meeting and votes as a proxy appointed by writing that expressly authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1, in which case, as stated on the Proxy Form, you will be taken to be expressly authorising the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote **IN FAVOUR** of this Resolution 1).

2. Resolution 2 – Election of Mr Peter Koller as Director

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

“That, Mr Peter Koller, who was appointed as a Director on 2 February 2026 and who ceases to hold office at the close of this Meeting in accordance with Clause 14.8 of the Constitution and ASX Listing Rule 14.4, and who offers himself for election, is elected as a Director of the Company.”

Voting Exclusion - No exclusions applicable.

3. Resolution 3 – Election of Ms Zorana Bull as Director

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

“That, Ms Zorana Bull, who was appointed as a Director on 29 September 2026 and who ceases to hold office at the close of this Meeting in accordance with Clause 14.8 of the Constitution and ASX Listing Rule 14.4, and who offers herself for election, is elected as a Director of the Company.”

Voting Exclusion - No exclusions applicable.

4. Resolution 4 – Ratification of Prior Issue of 17,377,483 Shares under Listing Rule 7.4

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue of 17,377,483 fully paid ordinary shares issued in accordance with ASX Listing Rule 7.1 on 30 July 2026, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

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

- Any person who participated in the issue (being the Placement Participants); or
- Any person who is an associate of any person who participated in the issue.

However, this does not apply to a vote cast in favour of a 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 of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Ratification of Prior Issue of 14,622,517 Shares under Listing Rule 7.4

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue of 14,622,517 fully paid ordinary shares issued in accordance with ASX Listing Rule 7.1A on 30 July 2026, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

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

- Any person who participated in the issue (being the Placement Participants); or
- Any person who is an associate of any person who participated in the issue.

However, this does not apply to a vote cast in favour of a 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 of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Ratification of Prior Issue of 333,333 Shares to Rockford RDF Pty Ltd under Listing Rule 7.4

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue of 333,333 fully paid ordinary shares issued to Rockford RDF Pty Ltd in accordance with ASX Listing Rule 7.1 on 30 July 2026, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

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

- Any person who participated in the issue being Rockford RDF Pty Ltd; or
- Any person who is an associate of any person who participated in the issue.

However, this does not apply to a vote cast in favour of a 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 of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Approval of 10% Placement Capacity

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

“That, pursuant to ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of this Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions contained in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 7 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, this does not apply to a vote cast in favour of a resolution:

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

8. Resolution 8 – Appointment of Auditor

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

“That for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, In.Corp Audit & Assurance Pty Ltd, having been nominated by a shareholder and having consented in writing to act as auditors of the Company, be appointed as auditors of the Company.”

Voting Exclusion - No exclusions applicable.

BY ORDER OF THE BOARD



Jade Cook
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:30 am (AEDT) on 20 November 2026 at Level 37, 180 George Street, Sydney, NSW 2000 and via the share registry <https://meetings.openbriefing.com/JNS26>.

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

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

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

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.januselectric.com.au/investors/financial-reports>.

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

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

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

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

Please note that all written questions must be received at least five business days before the Meeting, which is by 13 November 2026.

Resolutions

Resolution 1 – Adoption of Remuneration Report

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

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.januselectric.com.au/investors/financial-reports>.

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

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

Voting

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

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

Resolution 2 – Election of Mr Peter Koller as Director

Clause 14.8 of the Company's Constitution states that a Director appointed to fill a casual vacancy or as an addition to the existing Board must not hold office without election past the next annual general meeting of the Company following the Director's appointment.

As such, Mr Peter Koller, having previously been appointed by the Directors on 2 February 2026, retires at the 2026 Annual General Meeting, and being eligible under clause 14.8 of the Constitution, offers himself for re-election as a Director.

Biography

Mr Koller has over 35 years of experience across financial markets, company promotion and marketing. He has been a significant supporter of Janus since its IPO, contributing to increased market engagement and visibility.

He has extensive experience in the Australian futures markets specialising in commodities, stock, index and options trading/hedging. Peter played a key role in establishing and marketing the Whitehaven Correlation Fund, a successful algorithm trading fund. Additionally, he served in a senior advisory capacity at Pulse Markets, focusing on capital-raising initiatives.

He holds a Bachelor of Business (Accounting/Finance) from the University of Technology Sydney and a Graduate Diploma in Applied Finance and Investment with The Securities Institute of Australia.

Independence

The Board does not consider Mr Koller to be an independent director given his substantial holding in the Company.

Directors' Recommendation

The Directors (with Mr Koller abstaining) recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Election of Ms Zorana Bull as Director

Clause 14.8 of the Company's Constitution states that a Director appointed to fill a casual vacancy or as an addition to the existing Board must not hold office without election past the next annual general meeting of the Company following the Director's appointment.

As such, Ms Zorana Bull, having previously been appointed by the Directors on 29 September 2026, retires at the 2026 Annual General Meeting, and being eligible under clause 14.8 of the Constitution, offers herself for re-election as a Director.

Biography

Ms Bull is an Oxford-educated engineer and experienced professional director with a distinguished career spanning ports, transport and logistics, major infrastructure projects and energy - sectors directly aligned with Janus Electric's core markets and customer base. She brings valuable knowledge of the public sector and commercial government businesses.

She currently serves as a Non-Executive Director of TasPorts and Chair of People and Culture Committee, Chair of Jet Travel Australia Pty Ltd and Managing Director at Altura Partners.

Zorana is a former Non-Executive Director of Port Authority of NSW, National Intermodal Corporation Ltd (formally Moorebank Intermodal Company), AirRoad Pty Ltd (express distribution and logistics), HealthShare NSW (supply chain services) and Guide Dogs NSW/ACT.

Before moving to Australia in 2002, Zorana gained international experience in leadership, strategy development and implementation, business turnaround, organisation and culture across global markets. She is a former Global Partner and Australian Chief Operating Officer at PA Consulting Group, a leading international technology and management consultancy.

Her qualifications include a master's degree in engineering, economics and management from the University of Oxford and is a Fellow of the Australian Institute of Company Directors.

Independence

The Board considers Ms Bull to be an independent Director. She is not considered by the Company to hold any interest, position, or relationship that might influence, or reasonably be perceived to influence, in a material respect, her ability to bring an independent judgment to bear on matters before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual security holder or other party.

Directors' Recommendation

The Directors (with Ms Bull abstaining) recommend that Shareholders vote in favour of this Resolution.

Resolutions 4 and 5 – Ratification of Prior Issue of 32,000,000 Shares under Listing Rule 7.4

Background

On 24 July 2026, the Company announced a placement of 32,000,000 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.24 per share to raise approximately \$7,680,000 (before costs) (**Placement**).

The Placement was conducted with new and existing institutional investors, family offices, high net worth investors, and sophisticated and professional investors in Australia, New Zealand and Hong Kong, with Curran & Co Pty Ltd acting as Lead Manager, alongside Lynx Advisors Pty Ltd as Co-Manager to the Placement.

On 30 July 2026, the Company issued 32,000,000 fully paid ordinary shares utilising the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A:

- 17,377,483 fully paid ordinary shares under ASX Listing Rule 7.1; and
- 14,622,517 fully paid ordinary shares under ASX Listing Rule 7.1A.

The Placement Shares were issued at \$0.24 per share, representing a 14.25% discount to the 5-day VWAP of the Company's shares on ASX as at 22 July 2026, being \$0.280 per Share.

The proceeds of the Placement will be used to fund working capital and operational activities.

ASX Listing Rules 7.1, 7.1A and 7.4

Resolution 4 seeks Shareholder approval to ratify the issue of 17,377,483 Placement Shares issued pursuant to Listing Rule 7.1, and Resolution 5 seeks Shareholder approval to ratify the issue of 14,622,517 Placement Shares issued pursuant to Listing Rule 7.1A, in each case as an Ordinary Resolution.

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 months period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The issue of the Placement Shares does not fit within any of these exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a company to approve an issue of equity securities after it has been made or agreed to be made. If approved, the issue is taken to be approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The effect of Shareholders passing Resolutions 4 and 5 will be to allow the Company to retain the flexibility to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A.

Passing the Ratification of Prior Issue Resolution

Resolutions 4 and 5 seek Shareholder approval to ratify the issue of 32,000,000 Placement Shares as ordinary resolutions.

If Resolutions 4 and 5 pass, the issue of the applicable 32,000,000 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the Placement Shares.

If Resolutions 4 and 5 are not passed, the issue of the applicable 32,000,000 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively limiting the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue date. The Company confirms that the Placement Shares were issued out of existing capacity and did not breach Listing Rule 7.1 and 7.1A.

Information requirements for ASX Listing Rule 7.5

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

- **Allottees:** new and existing institutional investors, family offices, high net worth investors, and sophisticated and professional investors in Australia, New Zealand and Hong Kong (Placement Participants). Curran & Co Pty Ltd acted as Lead Manager, alongside Lynx Advisors Pty Ltd as Co-Manager to the Placement. The Company confirms that each Placement Participant is not:
 - a Related Party of the Company;
 - a member of the Company's key management personnel;
 - a substantial holder in the Company;
 - an adviser to the Company; or
 - an associate of any of the above,who is being issued more than 1% of the Company's current issued capital. No Placement Participants will therefore be considered to be a "material investor" for the purposes of ASX Guidance Note 21, paragraph 7.2.
- **Number of securities allotted:** 32,000,000 Placement Shares, comprising 17,377,483 Shares issued pursuant to Listing Rule 7.1 and 14,622,517 Shares issued pursuant to Listing Rule 7.1A.
- **Terms:** Fully paid ordinary shares issued on the same terms as all other Shares on issue.
- **Date of issue:** The Placement Shares were issued on 30 July 2026.
- **Price of issue:** The Placement Shares were issued at an issue price of \$0.24 each.
- **Intended use of funds:** The Placement Shares were issued to fund working capital and operational activities
- **Summary of material terms of the agreement:** As per the above details.
- **Voting exclusion:** A voting exclusion in respect of Resolutions 4 and 5 is set out in the Notice of Meeting.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 4 and 5.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 4 and 5.

Resolution 6 – Ratification of Prior Issue of 333,333 Shares to Rockford RDF Pty Ltd under Listing Rule 7.4

Background

On 9 March 2026, Company announced the execution of a binding Research & Development (R&D) finance facility (**the Facility**) between its wholly owned subsidiary, Janus Energy Pty Ltd and Rockford RDF Pty Ltd (**Rockford**).

Key Terms of the Facility were as below:

- **Total Facility Amount:** \$2,750,000
- **Advance Amount:** Funding of up to 100% of eligible R&D expenditure incurred between July 2025 and February 2026, together with the refinancing of the Company's existing FY25 R&D advance facility previously provided by Rocking Horse Group.
- **Interest Rate:** 17% per annum.
- **Establishment Fee:** 1% (capitalised).
- **Term: Minimum:** 90 days - **Maximum:** 422 days, with repayment due no later than 30 April 2027.
- **Repayment Mechanism:** The Facility will be repaid from the Company's FY26 R&D Tax Incentive refund. The Company will nominate the lender's account for payment of the refund by the Australian Taxation Office (**ATO**). Upon receipt of the funds, the lender will provide a settlement statement confirming repayment of the facility.

On 24 July 2026, Company announced the extension of the repayment term of the Facility from 30 April 2027 to 31 August 2027. All other material terms of the facility remain unchanged.

In consideration of this extension, the Company agreed to issue \$50,000 worth of fully paid ordinary shares to Rockford at a deemed issue price of \$0.15 per share. This resulted in the issue of 333,333 fully paid ordinary shares (**Rockford Shares**) to Rockford on 30 July 2026, utilising the Company's available placement capacity under ASX Listing Rule 7.1.

Listing Rules 7.1 and 7.4

The relevant background to Listing Rules 7.1 and 7.4 is set out in Resolutions 4 and 5 above.

The Rockford Shares were issued pursuant to the Company's available placement capacity under ASX Listing Rule 7.1. A detailed explanation of the operation of Listing Rule 7.1 and Listing Rule 7.4 is set out in Resolution 4 above and applies equally to the issue of the Rockford Shares.

The issue of the Rockford Shares does not fit within any of these exceptions of Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the date the Company issued the Rockford Shares.

Passing the Ratification of Prior Issue Resolution

Resolution 6 seeks Shareholder approval to ratify the issue of 333,333 Rockford Shares as an ordinary resolution.

If Resolution 6 passes, the issue of the applicable Rockford Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the Shares.

If Resolution 6 is not passed, the issue of the applicable Rockford Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively limiting the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue date.

The Company confirms that the Rockford Shares were issued out of existing capacity and did not breach Listing Rule 7.1.

Information requirements for ASX Listing Rule 7.5

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

- **Allottee:** The Rockford Shares were issued to Rockford RDF Pty Ltd, payable under the renegotiated terms under the Facility.
- **Number of securities allotted:** 333,333 fully paid ordinary shares.
- **Terms:** Fully paid ordinary shares issued on the same terms as all other fully paid ordinary shares of the Company on issue.
- **Date of issue:** 30 July 2026.
- **Price of issue:** The shares were issued at a deemed issue price of \$0.15 per share.
- **Intended use of funds / consideration:** The Rockford Shares were issued under the renegotiated terms under its research and development finance facility with Rockford for the purposes of extending the repayment term of the Facility from 30 April 2027 to 31 August 2027, and no new cash funds were raised by the issue.
- **Summary of material terms of the Agreement:** As per the above details.
- **Voting exclusion:** A voting exclusion in respect of Resolution 6 is set out in the Notice of Meeting.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 6.

Resolution 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Background

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a Special Resolution passed at its annual general meeting, to add an additional 10% capacity. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$90.5 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a Special Resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholders to the purpose of Listing Rules 7.3A.

Period for which the approval will be valid

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

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

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

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

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

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

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

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

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of Equity Securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- to further develop the Company's business;
- to be applied to the Company's working capital requirements;
- to acquire assets, in which circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets; and
- to pay service providers or consultants of the Company.

Risk of economic and voting dilution to existing ordinary Securityholders

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

There is a risk that:

- the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- the Equity Securities may be issued at a price that is at a discount (as described above) to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of Equity Securities under Listing Rule 7.1A.

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

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.245 50% decrease in issue price	\$0.490 issue price ^(b)	\$0.980 100% increase in issue price
"A" is the number of shares on issue,^(a) being 184,641,690 Shares	10% voting dilution ^(c)	18,464,169	18,464,169	18,464,169
	Funds raised	\$4,523,721	\$9,047,443	\$18,094,886
"A" is a 50% increase in shares on issue, being 276,962,535 Shares	10% voting dilution ^(c)	27,696,254	27,696,254	27,696,254
	Funds raised	\$6,785,582	\$13,571,164	\$27,142,329
"A" is a 100% increase in shares on issue, being 369,283,380 Shares	10% voting dilution ^(c)	36,928,338	36,928,338	36,928,338
	Funds raised	\$9,047,443	\$18,094,886	\$36,189,771

Notes:

(a) Based on the total number of fully paid ordinary Shares on issue as at 16 October 2026.

(b) Based on the closing price of the Company's Shares on ASX as at 16 October 2026.

(c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.

(d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

(e) The table shows the effect of an issue of Equity Securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1

Allocation policy for issues under Listing Rule 7.1A

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

- the Company's intentions in relation to the possible issue of Equity Securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- the potential effect on the control of the Company;
- the Company's financial position and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

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

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

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

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the annual general meeting held in 2025.

During the 12-month period preceding the date of the Meeting, the Company has issued the 14,622,517 Placement Shares as set out in the Explanatory Statement to Resolution 5 of this notice pursuant to the Previous Approval.

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

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 7.

Resolution 8 – Appointment of Auditor

Background

On 27 March 2026, In.Corp Audit & Assurance Pty Ltd was appointed as auditor of the Company to fulfil a casual vacancy following resignation of the previous auditor.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated In.Corp Audit & Assurance Pty Ltd to be appointed as the new auditor of the Company.

A copy of the notice of nomination is set out in Annexure A of this Notice of Meeting.

In.Corp Audit & Assurance Pty Ltd has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act. Accordingly, under this Resolution, Shareholder approval is being sought to appoint In.Corp Audit & Assurance Pty Ltd as the auditor of the Company.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 8.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026, announced to Shareholders on 27 August 2026.

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

ASIC means Australian Securities and Investment Commission.

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

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

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

Auditor's Report means the auditor's report of In.Corp Audit & Assurance Pty Ltd as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by the *Corporation Regulations 2001* (Cth). **Company** means Janus Electric Holdings Limited ACN 095 006 090. **Constitution** means the Company's constitution.

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

Director means a current director of the Company.

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

Equity Securities has the meaning given to that term in ASX Listing Rule 19.12.

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

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

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 22 October 2026 including the Explanatory Statement

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

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

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry or MUFG means MUFG Corporate Markets (AU) Limited.

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

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

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

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

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A – Notice of Auditor Nomination

Board of Directors Janus Electric Holdings Limited
5 Catamaran Road
Fountaindale NSW 2258

Directors

I, Tony Fay, being a member of Janus Electric Holdings Limited ACN 095 006 090 (Company), nominate In.Corp Audit & Assurance Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (Corporations Act) to fill the office of auditor of the Company.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act.



Tony Fay

LODGE YOUR VOTE

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

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

 **BY FAX**
+61 2 9287 0309

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

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



X99999999999

PROXY FORM

I/We being a member(s) of Janus Electric Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

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

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Friday, 20 November 2026 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Level 37, 180 George Street, Sydney, NSW 2000** or logging in online at <https://meetings.openbriefing.com/JNS26> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

1 Adoption of Remuneration Report

For Against Abstain*

☐	☐	☐
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5 Ratification of Prior Issue of 14,622,517 Shares under Listing Rule 7.4

For Against Abstain*

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 Election of Mr Peter Koller as Director

☐	☐	☐
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6 Ratification of Prior Issue of 333,333 Shares to Rockford RDF Pty Ltd under Listing Rule 7.4

☐	☐	☐
--------------------------	--------------------------	--------------------------

3 Election of Ms Zorana Bull as Director

☐	☐	☐
--------------------------	--------------------------	--------------------------

7 Approval of 10% Placement Capacity

☐	☐	☐
--------------------------	--------------------------	--------------------------

4 Ratification of Prior Issue of 17,377,483 Shares under Listing Rule 7.4

☐	☐	☐
--------------------------	--------------------------	--------------------------

8 Appointment of Auditor

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

JNS PRX2601N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Wednesday, 18 November 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

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

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



BY MOBILE DEVICE

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

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

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

*During business hours Monday to Friday (9:00am - 5:00pm)