

Beamtree Holdings Limited (ASX: BMT)
ASX Announcement

Sydney, 23 October 2026

Notice of 2026 Annual General Meeting and Related Documents

Beamtree Holdings Limited (ASX: BMT) (“Beamtree” or the “Company”) attaches the following documents in relation to its 2026 Annual General Meeting (“AGM”) in accordance with Listing Rule 3.17:

- Letter to Shareholders regarding arrangements for the AGM;
- Notice of AGM; and
- Proxy Form.

-ENDS-

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

For further information, please email investor@beamtree.com.au

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23 October 2026

Dear Shareholder

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the Annual General Meeting (**AGM**) of Beamtree Holdings Limited (ASX: BMT) (**BMT or the Company**) will be held at 10:00 am (AEDT) on Thursday, 26 November 2026 at Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**) and as a virtual meeting.

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

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://beamtree.com.au/our-company/financial-results-and-information/#investor-presentations>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: BMT).

Hybrid Meeting

The Company will hold this year's meeting as a hybrid meeting which means shareholders will be able to participate in person at the abovementioned location or via an online meeting platform powered by Automic.

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

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au/#/home and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

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

Your vote is important

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

To vote in person, attend the Meeting on the date and at the place set out above. Shareholders who wish to vote virtually on the day of the AGM will need to log in to the online meeting platform powered by Automic.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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

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

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

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Thursday, 26 November 2026 at 10:00 am (AEDT).

Yours faithfully

Maria Clemente
Company Secretary

Beamtree Holdings Limited
Suite 2, Level 10, 5 Blue Street
North Sydney, NSW 2060
ACN: 627 071 121

<https://beamtree.com.au/>



Beamtree Holdings Limited

Notice of 2026 Annual General Meeting

Explanatory Statement | Proxy Form

Thursday 26 November 2026

10:00am AEDT

Address

Hybrid meeting held at Level 5, 126 Phillip Street Sydney NSW 2000 and as a virtual meeting

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

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Important Information for Shareholders about the Company's 2026 AGM

This Notice is given based on circumstances as at 16 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://beamtree.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 the Shareholders to which this Notice of Meeting relates will be held at 10:00am AEDT on Thursday, 26 November 2026 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting**.

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

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

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

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

To access the virtual meeting on the day:

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

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

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

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

Voting in person

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

Voting virtually at the Meeting

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

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

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

It is recommended that Shareholders wishing to attend the Meeting login from 15 to 30 minutes prior to the scheduled start time.

Voting by proxy

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

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

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

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 physical Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry or if attending virtually, provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Other Information

Poll voting

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

Electronic copies

Shareholders are encouraged to receive meeting documentation, annual reports and other information on Company matters electronically. Guidance on how to review and update your current communication preferences can be found in the section below under heading 'Notice to Facilitate Electronic Communications with Shareholders'.

Locating your SRN or HIN

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

Technical Difficulties

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

considers it appropriate, the Chair may continue to hold the meeting and transact business at the physical venue, including conducting a poll and voting in accordance with valid proxy instructions.

Please note that the inability of one or more shareholders, proxies or corporate representatives to access the physical meeting as a result of travel disruption, including strike action, or for any other reason, will not affect the validity of the meeting.

Notice to Facilitate Electronic Communications with Shareholders

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to Beaamtree shareholders as to how you receive communications from the Company. Beamtree will no longer be sending physical meeting documents unless you request a copy to be posted.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details at the Automic website (<https://portal.automic.com.au/investor/home>) with your username and password.

Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports. By providing your email address, you will:

- support the company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://portal.automic.com.au/investor/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://www.automicgroup.com.au/investor-services> or contact the Automic Registry:

By post	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
Telephone (within Australia)	1300 288 664
Telephone (outside Australia)	+61 2 9698 5414
By facsimile	+61 2 8583 3040
Email	hello@automicgroup.com.au
Website	https://www.automicgroup.com.au/

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Beamtree Holdings Limited ACN 627 071 121 will be held at 10:00am AEDT on Thursday, 26 November 2026 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on Tuesday 24 November 2026.

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

Agenda

Ordinary business

Financial statements and reports

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

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

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

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

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

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

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

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

Re-election of Directors

2. Resolution 2 – Re-election of Emma Gray as Director

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

“That Emma Gray, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election as a Director of the Company, be elected as a Director, effective immediately.”

3. Resolution 3 – Election of Martin Bowles as Director

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

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

Issue of Securities under the Beamtree Holdings Limited Employee Incentive Plan

4. Resolution 4 - Approval of Issue of Shares to Emma Gray, Non-Executive Chair of the Company

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

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,200,974 fully paid ordinary shares under the Beamtree Holdings Employee Incentive Plan in lieu of interim Executive Chair's fees to Emma Gray (or her nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

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

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

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

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

However, the above prohibition does not apply if:

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

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

5. **Resolution 5** – Approval of Issue of Shares to Michael Hill, Non-Executive Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 376,900 fully paid ordinary shares under the Beamtree Holdings Employee Incentive Plan in lieu of Director's fees to Michael Hill (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

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

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

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

However, the above prohibition does not apply if:

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

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

6. **Resolution 6** – Approval of Issue of Shares to Andy Hardy, Non-Executive Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 351,426 fully paid ordinary shares under the Beamtree Holdings Employee Incentive Plan in lieu of Director's fees to Andy Hardy (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

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

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

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

However, the above prohibition does not apply if:

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

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

7. **Resolution 7 – Approval of Issue of Shares to Stuart MacDonald, Non-Executive Director of the Company**

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 472,369 fully paid ordinary shares under the Beamtree Holdings Employee Incentive Plan in lieu of Director's fees to Stuart MacDonald (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

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

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

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

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

However, the above prohibition does not apply if:

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

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

8. **Resolution 8 – Approval of Issue of Shares to Martin Bowles, Non-Executive Director of the Company**

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 638,320 fully paid ordinary shares under the Beamtree Holdings Employee Incentive Plan in lieu of Director's fees to Martin Bowles (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Beamtree Holdings Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

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

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

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

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

However, the above prohibition does not apply if:

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

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

Maria Clemente
Company Secretary

23 October 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00AM AEDT on Thursday, 26 November 2026 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting (Meeting)**.

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

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

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

Agenda

Ordinary business

Financial statements and reports

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

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

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

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

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

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

Written questions of the auditor

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

Please note that all written questions must be received at least five business days before the Meeting, which is by 19 November 2026.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

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

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 exclusion 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.

Re-election and Election of Directors

Clause 13.2 of the Company's Constitution requires that at the Company's Annual General Meeting in every year, one third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to one-third (rounded upwards in case of doubt) shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by drawing lots. A retiring Director is eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each Annual General Meeting.

Resolution 2 – Re-election of Emma Gray as Director

Emma Gray was appointed a Non-Executive Director of the Company on 24 November 2022 and was re-elected at the 2024 AGM held on 28 November 2024. Ms Gray is the Non-Executive Chair of the Company's Board of Directors and acted as interim Executive Chair during the period from 2 March 2026 to 1 September 2026.

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

Ms Gray is an experienced global business executive with over 20 years' experience in operations, strategy and digital transformation specifically in the retail, consumer and banking sectors. Ms Gray was with ANZ Banking Group for five years, most recently as Group Executive, Data and Automation having previously been its Chief Data Officer. Prior to joining ANZ, Ms Gray was a Group Executive with Woolworths, where she focused on Loyalty, Data and Strategy. Prior to executive life, Ms Gray was a partner with Bain & Company, where she specialised in the retail and consumer segments, working across Australia, the United States and the United Kingdom for 15 years. Ms Gray has an MBA from Harvard University and a BA in International Marketing and Languages (French and German) from Dublin City University, Ireland.

If re-elected, Ms Gray is considered by the Board (with Ms Gray abstaining) to be an independent Director.

Directors' recommendation

The Board of Directors (excluding Ms Gray) recommend that Shareholders vote for this Resolution.

Resolution 3 – Election of Martin Bowles as Director

Clause 13.3 of the Company's Constitution provides that the Company may elect a person as a Director by resolution passed in a general meeting, with notice of the candidature for election as a Director to be given to each Shareholder with or as part of the notice of the meeting at which the election is to take place. Clause 13.3 further states that a Director elected at a general meeting is taken to have been elected with effect immediately after the end of that general meeting unless the resolution by which the Director was appointed or elected specifies a different time.

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

Martin Bowles AO PSM was appointed as an additional Director of the Company on 2 March 2026 and has since served as a Non-Executive Director of the Company. Mr Bowles is also the Chair of the Audit and Risk Committee.

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

Prior to joining Beamtree's Board of Directors, Mr Bowles served as National Chief Executive of Calvary Health Care, one of Australia's largest not-for-profit healthcare providers, which he led for 8 years. Mr Bowles also held senior leadership roles across defence, climate change, immigration and health within the Australian Public Service, including appointments as Secretary of the Department of Immigration and Citizenship, Secretary of the Department of Immigration and Border Protection and Secretary of the Department of Health and Aged Care.

Mr Bowles is a recipient of both the Public Service Medal and Officer of the Order of Australia in recognition of his contribution to public service and healthcare leadership.

If elected, Mr Bowles is considered by the Board (with Mr Bowles abstaining) to be an independent Director.

Directors' recommendation

The Board of Directors (excluding Mr Bowles) recommend that Shareholders vote for this Resolution.

Resolution 4 – Approval of Issue of Shares to Emma Gray, Non-Executive Chair of the Company

Background

As announced to the market on 2 March 2026, the Chair of Beamtree's Board of Directors, Emma Gray, transitioned to an Executive Chair role on a time-limited basis to oversee the strategic review of the Company's business. Ms Gray's remuneration for the additional duties performed as Executive Chair during the six-month period commencing on 2 March 2026 and ending on 1 September 2026 was equivalent to \$30,000 per month (excluding superannuation, which remained payable in cash).

The Company intends to settle Ms Gray's remuneration for her interim Executive Chair role through the issue of shares under the Company's Employee Incentive Plan (**Executive Chair Remuneration Shares**), subject to shareholder approval under Resolution 4.

The Company also confirmed in its announcement dated 2 March 2026 that all Non-Executive Directors had elected to receive 100% of their Director's fees in equity under the Employee Incentive Plan (**Non-Executive Director Shares**), subject to shareholder approval at the 2026 AGM. For the avoidance of doubt, this arrangement does not apply to superannuation contributions, which remain payable in cash.

In addition to the Executive Chair Remuneration Shares, Ms Gray will receive Non-Executive Director Shares in respect of her fees as a Non-Executive Director, which continued to accrue separately from her remuneration for the additional duties performed as interim Executive Chair.

Resolution 4 seeks shareholder approval under ASX Listing Rule 10.14 for the issue of both the Executive Chair Remuneration Shares and the Non-Executive Director Shares to Ms Gray representing Ms Gray's remuneration as Executive Chair for the six-month period from 2 March 2026 to 1 September 2026 and Director's fees for the period from 2 March 2026 to 30 June 2027.

The number of Executive Chair Remuneration Shares and Non-Executive Director Shares proposed to be issued to Ms Gray has been calculated by reference to the volume weighted

average price of the Company's Shares over the six-month period commencing on 2 March 2026 and ending on 1 September 2026 (inclusive) (**6-month VWAP**).

Director and Related Party Approvals

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

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

As Ms Gray is a director of the Company, the proposed issue of Shares under Resolution 4 constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolution 4 seeks the required Shareholder approval to issue Shares to Ms Gray under and for the purposes of Listing Rule 10.14.

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

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of Shares to Ms Gray and Ms Gray will receive her interim Executive Chair remuneration and Director's fees in respect of the period from March 2026 to August 2026 in equity. Further, if approved under Listing Rule 10.14, the Shares issued to Ms Gray will not count towards the maximum number of securities that can be issued under the Company's Employee Incentive Plan which was last approved under Listing Rule 7.2 exception 13 at the 2024 AGM.

If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issue and will be required to pay Ms Gray's interim Executive Chair remuneration and Director's fees in cash.

Chapter 2E of the Corporations Act

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

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

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

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

The non-conflicted Directors of the Company (being all the Non-Executive Directors except Ms Gray) carefully considered the issue of these Shares to Ms Gray and formed the view that the giving of this financial benefit as part of her remuneration would be reasonable, given the circumstances of the Company, the quantum of the Shares, and the responsibilities held by Ms Gray in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Shares to Ms Gray fall within the "reasonable remuneration" exception as set out in section 211 of the

Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Shares in lieu of interim Executive Chair remuneration and Director's fees requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Shares to Ms Gray is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee is Emma Gray.
- (b) Ms Gray as a Director of the Company falls within the category stipulated by Listing Rule 10.14.1.
- (c) The following Shares are proposed to be issued to Ms Gray. Each tranche was determined on a monthly basis by dividing Ms Gray's fees by \$0.1423, being the 6-month VWAP:

Number of Shares to be issued	Description
$\$127,242.48 \div \$0.1423 = 893,454$	Executive Chair Remuneration Shares and Non-Executive Director Shares covering fees for the period 2 March 2026 to 1 September 2026 (6 months)
$\$43,760 \div \$0.1423 = 307,520$	Non-Executive Director Shares covering fees for the period from 2 September 2026 to 30 June 2027 (10 months)
Total Shares: 1,200,974	

- (d) The current total remuneration package received by Ms Gray excluding superannuation is \$71,749 per annum.
- (e) The Company has issued the following under the Employee Incentive Plan to Ms Gray for nil consideration:
 - 75,510 Shares on 30 August 2024
 - 71,429 Shares on 9 April 2024.
- (f) The Executive Chair Remuneration Shares and Non-Executive Director Shares will be issued immediately after and no later than three years from Shareholder approval (or otherwise, as determined by the ASX in the exercise of their discretion).
- (g) The Executive Chair Remuneration Shares and Non-Executive Director Shares are being issued for nil consideration pursuant to the terms of the Employee Incentive Plan.
- (h) A summary of the material terms of the Company's Employee Incentive Plan is attached as Annexure A to this Notice of Meeting.
- (i) No loan will be made to Ms Gray in relation to the acquisition of the Executive Chair Remuneration Shares and Non-Executive Director Shares.
- (j) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after Resolution 4 is approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' recommendation

The Board of Directors (excluding Ms Gray) recommend that Shareholders vote for this Resolution.

Resolutions 5 to 8 – Approval of Issue of Shares to Non-Executive Directors

Background

As discussed in the explanatory notes to Resolution 4 above, all Non-Executive Directors have elected to Non-Executive Director Shares under the Company's Employee Incentive Plan in lieu of Directors' cash fees. Resolutions 5 to 8 seek Shareholder approval to issue and allot the Non-Executive Director Shares in respect of the Directors' fees for the period from March 2026 to June 2027 (inclusive):

- (a) 376,900 shares to Michael Hill (or his nominee), a Non-Executive Director of the Company in lieu of director's fees (Resolution 5)
- (b) 351,426 shares to Andy Hardy (or his nominee), a Non-Executive Director of the Company in lieu of director's fees (Resolution 6)
- (c) 472,369 shares to Stuart MacDonald (or his nominee), a Non-Executive Director of the Company in lieu of director's fees (Resolution 7)
- (d) 638,320 shares to Martin Bowles (or their nominee), a Non-Executive Director of the Company in lieu of director's fees (Resolution 8)

Except Mr Bowles who will be invoicing the Company through a corporate entity, the above Non-Executive Director Shares are being issued to each of the Non-Executive Directors in lieu of cash Directors' fees for the period from March 2026 to June 2027 after deduction of applicable PAYG withholding. The Non-Executive Director Shares will be issued in accordance with the terms of the Employee Incentive Plan, which was last approved by Shareholders at the Company's 2024 AGM. The proposed issue of Non-Executive Director Shares will be a cost effective and efficient method to remunerate the Directors and preserve the Company's cash reserves.

Listing Rule 10.14

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

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

As each of the persons in Resolutions 5 to 8 are Directors of the Company, the proposed issue of Remuneration Shares under the Employee Share Plan constitutes the acquisition of securities under an employee incentive scheme within the ambit of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolutions 5 to 8 seek the required Shareholder approval to issue the Remuneration Shares under and for the purposes of Listing Rule 10.14.

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

If Resolutions 5 to 8 are passed, the Company will be able to proceed with the proposed issue of Remuneration Shares. Further, if approved under Listing Rule 10.14, the Non-Executive Director Shares will not count towards the maximum number of securities that can be issued under the Employee Incentive Plan which was last approved under Listing Rule 7.2 exception 13 at the 2024 AGM.

If any of Resolutions 5 to 8 are not passed, the Company will not be able to proceed with the proposed issues contemplated by the relevant resolution and the relevant Director's

remuneration will revert back to cash.

Chapter 2E of the Corporations Act

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

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

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

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

For each Director for whom the issue of Non-Executive Director Shares was considered, the other non-conflicted Directors considered the proposed issue and formed the view that the giving of the financial benefit to that Director was reasonable remuneration given the circumstances of the Company, the quantum of the Non-Executive Director Shares and the responsibilities held by that Director in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Non-Executive Director Shares to each of the Directors fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and rely on this exception for the purposes of these Resolutions. Therefore, the proposed issue of Non-Executive Director Shares requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information required by ASX Listing Rule 10.15

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

- (a) The Non-Executive Director Shares will be issued to the related parties (or their nominees) as follows:
 - (i) Michael Hill (Resolution 5) – 376,900
 - (ii) Andy Hardy (Resolution 6) – 351,426
 - (iii) Stuart MacDonald (Resolution 7) – 472,369
 - (iv) Martin Bowles (Resolution 8) – 638,320

Note: The number of Non-Executive Director Shares set out above in respect of Mr Hardy under Resolution 6 is indicative only and has been calculated based on his monthly after-tax director’s fees of GBP 1,648, converted into Australian dollars using the applicable exchange rate. Subject to Shareholder approval, the final number of Non-Executive Director Shares to be issued to Mr Hardy will be determined using the applicable GBP/AUD exchange rate at the time of allotment.

- (b) Each of the persons in Resolutions 5 to 8 are Directors of the Company and therefore fall within the category contemplated by ASX Listing Rule 10.14.1.
- (c) The Non-Executive Director Shares proposed to be issued to each of the persons in Resolutions 5 to 8 were determined by dividing the after-tax remuneration covering the period from March 2026 to June 2027 by \$0.1423, being the 6-month VWAP described above in the notes to Resolution 4.

- (d) The following table sets out the securities that have been issued to Directors under the Employee Incentive Plan in the three-year period prior to the date of this meeting:

Resolution	Allottee	Securities issued
5	Michael Hill	75,510 Shares on 30 August 2024 71,429 Shares on 9 April 2024 The above securities were issued for nil consideration.
6	Andy Hardy	Nil
7	Stuart MacDonald	Nil
8	Martin Bowles	Nil

- (e) The current total remuneration package received by the Directors is as follows:

- (i) Michael Hill - A\$53,812 per annum;
- (ii) Andy Hardy - GBP 31,200 per annum;
- (iii) Stuart MacDonald – A\$62,500 per annum*;
- (iv) Martin Bowles - A\$70,000 per annum**

**Mr MacDonald's annual remuneration includes an annual fee of \$10,000 for his role as Chair of the Remuneration and Nomination Committee.*

*** Mr Bowles' annual remuneration includes an annual fee of \$10,000 for his role as Chair of the Audit and Risk Committee.*

- (f) The Non-Executive Director Shares will be issued immediately after and no later than three years from Shareholder approval (or otherwise, as determined by the ASX in the exercise of their discretion).
- (g) The Non-Executive Director Shares are being issued for nil consideration pursuant to the terms of the Employee Incentive Plan.
- (h) A summary of the material terms of the Company's Employee Incentive Plan is attached as Annexure A to this Notice of Meeting.
- (i) No loan will be made to each of the Directors in relation to the acquisition of the Non-Executive Director Shares.
- (j) Details of any securities issued under the Employee Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Employee Incentive Plan after Resolutions 5 to 8 were approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors Recommendation

The Directors abstain from making a recommendation in relation to Resolutions 5 to 8, in the interests of good corporate governance.

Enquiries

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

Annexure A – Summary of Material Terms of the Beamtree Holdings Employee Incentive Plan

- (a) **Eligibility:** The Board may invite eligible participants to participate in the Plan. Eligible participants include employees and Directors of a Group Company. Participation is at the discretion of the Board.
- (b) **Plan Securities:** The Plan provides for the grant or allocation of Performance Rights, Salary Sacrifice Shares and Discounted Shares¹. Each Performance Right provides the participant with a right to acquire one Share, subject to the Plan Rules and the terms of the applicable Invitation Letter.
- (c) **Invitations:** The Board may determine whether an eligible participant is invited to participate and the terms of that participation. An Invitation Letter may specify, among other matters, the number of Plan Securities, issue or acquisition price, grant date, applicable vesting conditions, exercise period and exercise price for Performance Rights, and any restrictions on dealing with Plan Securities. Different terms may apply to different participants.
- (d) **Director participation:** Plan Securities may not be issued to a Director or their associates under the Plan unless prior shareholder approval is obtained where required under the Listing Rules.
- (e) **Cessation of engagement:** If a participant becomes a Good Leaver, they retain their vested Performance Rights and, unless the Board determines otherwise, may retain a proportion of their unvested Performance Rights determined by reference to the period elapsed since grant and performance against applicable vesting conditions. The balance of their unvested Performance Rights generally lapses. Unless the Board determines otherwise, if a participant becomes a Bad Leaver, all vested and unvested Performance Rights immediately lapse. The Board retains discretion in relation to the vesting and treatment of Performance Rights on cessation.
- (f) **Change of Control:** On the occurrence or anticipated occurrence of a Change of Control Event, the Board may determine that some or all unvested Performance Rights vest, waive applicable vesting conditions, bring forward exercise dates and/or cause the balance of unvested Performance Rights to lapse or remain on foot. In exercising its discretion, the Board may have regard to the period elapsed since grant and performance against applicable performance conditions.
- (g) **Salary Sacrifice Shares:** Eligible participants may agree to sacrifice part of their future pre-tax remuneration to acquire Salary Sacrifice Shares. The number of Shares allocated is generally determined by dividing the relevant amount sacrificed by the applicable acquisition price. Salary Sacrifice Shares may be subject to restrictions on dealing for a period specified in the Invitation Letter or Salary Sacrifice Arrangement.

¹ The Non-Executive Directors agreed to receive Shares representing 100% of their director fees after deduction of applicable PAYG withholding under the Plan. For clarity, although the Non-Executive Director Shares are formally classified as Discounted Shares under the Plan, they will not be subject to the annual contribution limit of \$30,000 under a salary contribution arrangement, which was referred to in the Company's 2024 Notice of Annual General Meeting (2024 Notice). Similarly, the \$5,000 annual limit applicable to Salary Sacrifice Shares, which was also referred to in the 2024 Notice, will not apply to the Non-Executive Director Shares. In accordance with the Plan Rules, the Board will exercise its absolute discretion to override these limits through individual Invitation Letters expressly permitting each participating Director to receive Shares calculated by reference to 100% of their after-tax director fees and the six-month VWAP, as detailed in the explanatory notes to Resolutions 4, 5, 6, 7 and 8.

- (h) **Restrictions on dealing:** Plan Shares may be subject to restrictions on dealing for a period determined under the applicable Invitation Letter or arrangement, which may be enforced by a holding lock. Restrictions generally cease on the earlier of expiry of the applicable restriction period, cessation of the participant's engagement, a Change of Control Event or another date determined by the Board. Participants must not enter into hedging arrangements in respect of Plan Securities.
- (i) **Employee share trust:** The Board may use an employee share trust or another mechanism to hold and deliver Plan Shares or Shares to be allocated following exercise of Performance Rights.
- (j) **Administration:** The Plan is administered by the Board, which has broad powers and discretions in relation to its operation, including determining participation and the terms of invitations, interpreting the Plan Rules and making administrative determinations. The Board may delegate administration of the Plan.
- (k) **Amendment:** Subject to the Plan Rules and the ASX Listing Rules, the Board may amend the Plan or the terms and conditions attaching to Plan Securities. Generally, an amendment that adversely affects participants' existing rights requires the consent of participants holding at least 75% of the affected Plan Securities, subject to specified exceptions, including amendments required to comply with applicable laws or correct a manifest error.
- (l) **Termination and suspension:** The Plan continues until terminated by the Board and may be suspended for a fixed period or indefinitely. Termination or suspension does not prejudice participants' accrued or existing rights except as otherwise permitted under the Plan Rules.
- (m) **Compliance with law:** The operation of the Plan and the grant, allocation, vesting and exercise of Plan Securities are subject to applicable laws, including the Corporations Act and the Listing Rules. While the Company is listed on ASX, the Listing Rules prevail over any inconsistent provision of the Plan.

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 as lodged by the Company with ASX on 28 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.

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 Level 27, 39 Martin Place, 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 BDO Audit Pty Ltd dated 28 August 2026 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) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Beamtree Holdings Limited ACN 627 071 121.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

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

ESS Regime means the Employee Share Scheme Regime implemented under Division 1A of Part 7.12 of the Corporations Act.

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 23 October 2026 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

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

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

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

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.

Your proxy voting instruction must be received by **10:00am (AEDT) 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

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)

