



Dear Shareholder,

Notice is hereby given that the **Annual General Meeting** of EPX Limited (**EPX** or the **Company**) will be held virtually on Thursday 26 November 2026 at 4.00 pm (AEDT).

Copies of the Meeting Materials

As EPX no longer sends out physical meeting documents, unless you request a copy to be posted, the Meeting Material can be located as follows:

- You can access the Meeting Materials online at:
 - the Company's website www.eptglobal.com; or
 - at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu; and/or
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page.

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to EPX shareholders as to how you receive communications from the Company.

EPX 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.

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 www.investorserve.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

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 www.investorserve.com.au or contact EPX's Registry, Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday, to arrange a copy.

Yours sincerely,

Paul Oneile
Chair

Notice of Annual General Meeting and Explanatory Memorandum

EPX Limited

ACN 645 144 314

Date: Thursday 26 November 2026

Time: 4:00pm (AEDT)

Place: Held virtually via webcast:
<https://meetings.lumiconnect.com/300-397-159-474>

NOTICE OF 2026 ANNUAL GENERAL MEETING

Notice is given that the 2026 Annual General Meeting of
EPX Limited ACN 645 144 314 (**Company**)
will be held virtually
on Thursday 26 November 2026 at 4:00pm (AEDT)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

FINANCIAL AND RELATED REPORTS

<i>Agenda Item</i>	<i>Financial and Related Reports</i>
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2026.

ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

<i>Resolution 1</i>	<i>Adoption of Remuneration Report (non-binding vote)</i>
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2026 Annual Report and is available at the Company's website (https://www.epx.tech/investor-centre). In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following Resolution as an advisory resolution : " THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2026 be adopted."
Voting Exclusion	The Company will disregard any votes cast on this Resolution: • by or on behalf of a member of Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2026, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and • as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution: (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form.

ELECTION OF DIRECTOR – MS. ELIZABETH ARIS

Resolution 2	Election of Director – Ms. Elizabeth Aris
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution: <i>"THAT Ms. Elizabeth Aris, who retires as a director of the Company in accordance with ASX Listing Rule 14.4 and clause 47(b) of the Constitution and, being eligible and offering themselves for election, be elected as a director of the Company."</i>

RATIFICATION OF PLACEMENT SHARES

Resolution 3	Ratification of Placement Shares
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution: <i>"THAT for the purposes of the ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 8,572,000 Shares on 24 December 2025 on the terms and conditions set out in the explanatory Memorandum accompanying this Notice".</i>
Voting Exclusion	The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in, or who obtained a material benefit as a result of, the 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 the Resolution by: • A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • The Chair 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.

RATIFICATION OF ISSUANCE OF SHARES TO ENERGY SAVING NETWORKS GROUP PTY LTD

Resolution 4	Ratification of Issuance of Shares to Energy Saving Networks Group Pty Ltd
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution: <i>“THAT for the purposes of the ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,562,500 Shares on 24 December 2025 on the terms and conditions set out in the explanatory Memorandum accompanying this Notice”.</i>
Voting Exclusion	The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in, or who obtained a material benefit as a result of, the 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 the Resolution by: • A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • The Chair 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.

APPROVAL OF THE GRANT OF A MAXIMUM OF 3,000,000 EQUITY SECURITIES UNDER THE EMPLOYEE EQUITY INCENTIVE PLAN

Resolution 5	Approval of the Grant of a Maximum of 3,000,000 Equity Securities Under the Employee Incentive Plan
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution: <i>“THAT, for the purposes of ASX Listing Rule 7.2 exception 13, section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, shareholder approval is given for the Employee Incentive Plan and for the grant of securities under the Plan on the terms and conditions in the Explanatory Memorandum.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is eligible to participate in the Employee Incentive Plan, or an Associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

	• A 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.
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APPROVAL OF THE ISSUANCE OF PERFORMANCE RIGHTS DIRECTORS UNDER THE EMPLOYEE INCENTIVE PLAN

Resolution 6	<i>Approval of the Issuance of Performance Rights to Directors Under the Employee Incentive Plan</i>
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution: <i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant performance rights to the directors of the Company (or their nominee(s)), being Mr. Paul Oneile, Ms. Elizabeth Aris, Mr. Victor van Bommel, and Mr. John Balassis, under the Employee Incentive Plan, pursuant to the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of the Resolution by: a) The directors of the Company, being Mr. Paul Oneile, Ms. Elizabeth Aris, Mr. Victor van Bommel and Mr. John Balassis (and their nominee(s)); b) Any associates of the persons names in sub-paragraph a) above; and c) As a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel where the proxy appointment does not specify the way the proxy is to vote. However, this does not apply to a vote cast in favour of the Resolution by: • A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • The Chair 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.

APPROVAL OF ISSUANCE OF SHARES TO MR. JOHN BALASSIS

Resolution 7	Approval of Issuance of Shares to Mr. John Balassis
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution: <i>“THAT, for the purposes of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 114,000 Shares to Mr. John Balassis, CEO and Executive Director, pursuant to the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of the Resolution by Mr. John Balassis (or his nominee/s) or the person or the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity). However, this does not apply to a vote cast in favour of the Resolution by: • A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • The Chair 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.

APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

Resolution 8	Approval of additional 10% Placement Capacity
Resolution (Special)	To consider and, if thought fit, pass the following Resolution as a special resolution: <i>“THAT for the purposes of the ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of 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 and on the terms and conditions in the Explanatory Memorandum.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of the Resolution by or on behalf of any 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 the Resolution by:

	• A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • The Chair 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. As at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting.
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Virtual Participation

In accordance with the clause 28 of the Company's Constitution, the Chair has determined that the AGM will be held virtually through an online platform.

Shareholders who wish to participate in the AGM may do so from their computer or mobile device, by entering the URL in their browser: <https://meetings.lumiconnect.com/300-397-159-474>.

If you choose to participate in the AGM, you can log in to the meeting by entering:

- the meeting ID for the online AGM, which is 300-397-159-474.
- your username, which is your Boardroom Voting Access Code (VAC) located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

Shareholders will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX.

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, BDO, in relation to the conduct of the external audit for the year ended 30 June 2026, or the content of its audit report. Please send your questions to:

The Company Secretary, **EPX Limited**, at Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000
E. company.secretary@boardroomlimited.com.au

Written questions must be received by no later than **5.00pm (AEDT) on Thursday 19 November 2026**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth), reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chair will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) **certified** copy of that power of authority by **4:00pm (AEDT) on Tuesday 24 November 2026**:

Online via
the
meeting
portal

<https://www.votingonline.com.au/epxagm2026>

By post

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By
personal
delivery

Boardroom Pty Limited
Level 8
210 George Street
Sydney NSW 2000

By

facsimile +61 9290 9655

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that Shares in the Company which are on issue at **7.00pm (AEDT) on Tuesday 24 November 2026** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chair will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chair, Mr Paul Oneile, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, they will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2026 ANNUAL GENERAL MEETING

FINANCIAL AND RELATED REPORTS

<i>Item</i>	<i>Financial and related reports</i>
Explanation	Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2026 to be laid before the Company's 2026 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of EPX Limited and its controlled entities. As permitted by the Corporations Act, a printed copy of the Company's 2026 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2026 Annual Report is available at the Company's website (https://www.epx.tech/investor-centre/). The Chair of the meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, BDO, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2026, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

<i>Resolution 1</i>	<i>Adoption of Remuneration Report (advisory resolution)</i>
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2026 Annual Report and is available at the Company's website (https://www.epx.tech/investor-centre/). The Remuneration Report: ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer. The vote on this item is advisory only and does not bind the directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company. Voting consequences Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company at the second annual general meeting (Spill Resolution). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (Spill Meeting) within

	90 days of the second annual general meeting, at which all of the directors (other than the executive directors) of the Company, would need to stand for re-election. Following the Spill Meeting, those persons whose election or re-election as directors of the Company is approved by the Shareholders will be the directors of the Company. At the Company's previous Annual General Meeting, the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting. Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of Resolution 1, subject to compliance with the Corporations Act.
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As the resolution relates to matters including the remuneration of the directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this Resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of the Resolution.

ELECTION OF DIRECTOR – MS. ELIZABETH ARIS

Resolution 2	<i>Election of Elizabeth Aris as a Director of the Company</i>
Explanation	Clause 47(a) of the Constitution and ASX Listing Rule 14.4 requires that a director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that director's last election or appointment. Clause 47(b) of the Constitution states that if no Director would otherwise be required to retire pursuant to Article 47(a) but the Listing Rules require that an election of directors be held at an annual general meeting, the Director to retire at that meeting is any director who wishes to retire and offer himself or herself for re-election. As there are no directors required to retire from office at the 2026 AGM, Elizabeth Aris, having previously been elected at the 2025 AGM, retires at the 2026 AGM, and being eligible under clause 47(b) of the Constitution, offers themselves for re-election as a director.
About Elizabeth Aris	Elizabeth is a senior technology and telecoms business executive with experience in the US, China and Australia. Ms. Aris is a Board Member or Advisor to a number of growth stage technology businesses, operating in multiple countries, and between 2020-2021 was Group Executive, Enterprise & Government at TPG Telecom. Prior positions held by Ms. Aris include senior executive positions at Tasmanet, Trujillo Technology Group, Alcatel-Lucent (now Nokia) and Telstra. Ms Aris has also had consulting roles with Microsoft and Sprint. Ms. Aris commenced her career in banking and was a member of the Retail Bank executive team at Westpac. She has served as a Non-Executive Director in both publicly listed and private companies and spent five years in New York establishing a technology start up from concept to operations. Ms. Aris is the Chair of the Company's Remuneration & Nominations Committee and a member of the Company's Audit & Risk Committee.

Board Recommendation	The Board, with Ms. Aris abstaining, recommends that Shareholders vote in favour of the Resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of the Resolution.

RATIFICATION OF PLACEMENT SHARES

Resolution 3	<i>Ratification of Placement Shares</i>
Explanation	As announced to the market on 24 December 2025, the Company completed a private placement of \$2.14million to existing and new institutional shareholders and issued 8,752,000 fully paid ordinary shares in the Company (Placement). The purpose of the Placement was to (i) provide funds to complete the acquisition of Wattwatchers Pty Limited, (ii) assess further M&A opportunities, and (iii) invest in operational improvements in technology, and (iv) general working capital. Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number 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. The issue of Shares under this Resolution does not fit within any of these exceptions and, as they have not yet been approved by the Company's Shareholders, they effectively use part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue date. ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX 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 Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. The directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 15% Placement Capacity, as this will enhance the Company's flexibility to finance its operations through raising equity capital, should the directors consider it to be in the best interests of the Company to do so. To this end, this Resolution seeks Shareholder approval of the Placement under and for the purposes of ASX Listing Rule 7.4. If this Resolution is passed, the Shares issued under the approved Resolution will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date the securities were issued. If this Resolution is not passed, the Shares issued under the failed Resolution will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date the securities were issued. The directors do not (save for as otherwise set out in this Notice) currently have any specific intention to make any further issue of securities without approval of Shareholders under ASX Listing Rule 7.1 in the next 12-months unless such issue falls under an exception to the 15% threshold in LR 7.2.

Specific information required by ASX Listing Rule 7.5	For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in respect of this Resolution:	
	Number of securities issued	A total of 8,752,000 fully paid ordinary Shares were issued using the Company's 15% placement capacity under ASX Listing rule 7.1.
	Issue price per security	\$0.25 per Share
	Issue date	24 December 2025
	Name of allottees	The Shares issued under the Placement were allocated to professional and sophisticated investors identified through a competitive bookbuild process conducted by the Lead Manager, PAC Partners Securities Pty Ltd via its institutional client network and inviting expressions of interest from eligible wholesale investors.
	Terms of securities	The Shares issued under the Placement rank pari passu with those Shares already on issue.
	Use of funds raised	The funds were raised to (i) provide funds to complete the acquisition of Wattwatchers Pty Limited, (ii) assess further M&A opportunities, and (iii) invest in operational improvements in technology, and (iv) general working capital.
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.	
Board Recommendation	The directors unanimously recommend that Shareholders vote in favour of this Resolution.	
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.	

RATIFICATION OF ISSUANCE OF SHARES TO ENERGY SAVING NETWORKS GROUP PTY LTD

Resolution 4	<i>Ratification of Issuance of Shares to Energy Saving Networks Group Pty Ltd</i>
Explanation	As announced to the market on 24 December 2025, the Company issued a total of 1,562,500 fully paid ordinary Shares to Energy Saving Networks Group Pty Ltd ACN 152 923 674 (Share Issuance). The purpose of the Share issuance was to satisfy the cash consideration component of the agreed acquisition price for Wattwatchers Pty Limited. Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number 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. The Share Issuance under this Resolution does not fit within any of these exceptions and, as the Share Issuance has not yet been approved by the Company's Shareholders, it effectively uses part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following

	the issue date. ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX 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 Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. The directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 15% Placement Capacity, as this will enhance the Company's flexibility to finance its operations through raising equity capital, should the directors consider it to be in the best interests of the Company to do so. To this end, this Resolution seeks Shareholder approval of the Share Issuance under and for the purposes of ASX Listing Rule 7.4. If this Resolution is passed, the Shares issued under the approved Resolution will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date the securities were issued. If this Resolution is not passed, the Shares issued under the failed Resolution will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date the securities were issued. The directors do not (save for as otherwise set out in this Notice) currently have any specific intention to make any further issue of securities without approval of Shareholders under ASX Listing Rule 7.1 in the next 12-months unless such issue falls under an exception to the 15% threshold in LR 7.2.												
Specific information required by ASX Listing Rule 7.5	For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in respect of this Resolution: <table border="1"> <tr> <td>Number of securities issued</td><td>A total of 1,562,500 fully paid ordinary Shares were issued using the Company's 15% placement capacity under ASX Listing rule 7.1.</td></tr> <tr> <td>Issue price per security</td><td>\$0.32 per Share</td></tr> <tr> <td>Issue date</td><td>24 December 2025</td></tr> <tr> <td>Name of allottees</td><td>Energy Saving Networks Group Pty Ltd ACN 152 923 674</td></tr> <tr> <td>Terms of securities</td><td>The Shares issued under the Placement rank pari passu with those Shares already on issue.</td></tr> <tr> <td>Use of funds raised</td><td>The purpose of the Share issuance was to satisfy the cash consideration component of the agreed acquisition price for Wattwatchers Pty Limited.</td></tr> </table>	Number of securities issued	A total of 1,562,500 fully paid ordinary Shares were issued using the Company's 15% placement capacity under ASX Listing rule 7.1.	Issue price per security	\$0.32 per Share	Issue date	24 December 2025	Name of allottees	Energy Saving Networks Group Pty Ltd ACN 152 923 674	Terms of securities	The Shares issued under the Placement rank pari passu with those Shares already on issue.	Use of funds raised	The purpose of the Share issuance was to satisfy the cash consideration component of the agreed acquisition price for Wattwatchers Pty Limited.
Number of securities issued	A total of 1,562,500 fully paid ordinary Shares were issued using the Company's 15% placement capacity under ASX Listing rule 7.1.												
Issue price per security	\$0.32 per Share												
Issue date	24 December 2025												
Name of allottees	Energy Saving Networks Group Pty Ltd ACN 152 923 674												
Terms of securities	The Shares issued under the Placement rank pari passu with those Shares already on issue.												
Use of funds raised	The purpose of the Share issuance was to satisfy the cash consideration component of the agreed acquisition price for Wattwatchers Pty Limited.												
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.												

Board Recommendation	The directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

APPROVAL OF THE GRANT OF A MAXIMUM OF 3,000,000 EQUITY SECURITIES UNDER THE EMPLOYEE INCENTIVE PLAN

Resolution 5	<i>Approval of the Grant of a Maximum of 3,000,000 Equity Securities Under the Employee Incentive Plan</i>
Explanation	Shareholder approval is sought for the Employee Incentive Plan (Plan) for the purposes of ASX Listing Rule 7.2 exception 13, section 260C(4) of the Corporations Act and for all other purposes. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period without shareholder approval. ASX Listing Rule 7.2 exception 13 provides that ASX Listing Rule 7.1 does not apply to issues of securities under an employee incentive scheme if, within three years before the date on which the securities are issued, shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1. However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14. The purpose of the Plan is to: - assist in the reward, retention and motivation of eligible employees; - link the reward of eligible employees to Shareholder value creation; and - align the interests of eligible employees with Shareholders by providing an opportunity for eligible employees to earn rewards via an equity interest in the Company based on creating Shareholder value. The Company has at present the right to issue 3,500,000 securities under its Plan. At the time of the 2026 AGM, a total of 3,451,667 Equity Securities will have been issued under the Plan. This resolution proposes to set a new total number of Equity Securities that may be issued under the Plan over the three-year period from the 2026 AGM to 3,000,000. If the Resolution is passed, the Company will be able to issue up to 3,000,000 Equity Securities under the Plan to eligible participants for a three-year period post the date of approval without affecting the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain a further Shareholder approval). The directors believe that this will provide the Company with the flexibility necessary to raise additional capital as and when appropriate. If the Resolution is not passed, the Company will still be able to issue securities under the Plan to eligible participants however the issue of securities will reduce the Company's 15% placement capacity. A copy of the Rules of the Plan was originally announced to the ASX on 11 May 2021 and a summary of the terms of the Rules is attached in Annexure A.

Specific information required by Exception 13 of ASX Listing Rule 7.2	For the purposes of Listing Rule 7.2 exception 13: a) a summary of the Rules of the Plan is set out in Annexure A; b) 3,451,667 securities have been issued under the Plan to date; and c) it is proposed that up to a maximum of 3,000,000 Equity Securities may be issued under the Plan over the next three years, subject to its approval at this Annual General Meeting.
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As the Directors are excluded from voting upon this Resolution pursuant to the ASX Listing Rules, the Directors will not make a recommendation to shareholders with respect to voting in relation to this Resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

APPROVAL OF THE ISSUANCE OF PERFORMANCE RIGHTS TO DIRECTORS UNDER THE EMPLOYEE INCENTIVE PLAN

Resolution 6	<i>Approval of the Issuance of Performance Rights to Directors Under the Employee Incentive Plan</i>
Explanation	The Company has agreed, subject to Shareholder approval, to issue a total of up to 850,000 Performance Rights to the directors of the Company (or their nominees) on the terms and conditions set out in this Explanatory Memorandum. The Performance Rights are to be issued under the Company's Employee Incentive Plan as follows: a) 150,000 Performance Rights to Mr. Paul Oneile, Chair of the Company of their nominee(s). b) 150,000 Performance Rights to Ms. Elizabeth Aris, an independent non-executive director of the Company of their nominee(s). c) 150,000 Performance Rights to Mr. Victor van Bommel, an independent non-executive director of the Company of their nominee(s). d) 400,000 Performance Rights to Mr. John Balassis, CEO and executive director of the Company of their nominee(s). <u>Chapter 2E of the Corporations Act</u> Chapter 2E of the Corporations required that for a public company, or an entity that the public company controls, to give a financial fair benefit to a related party of the public company, the public company or entity must: a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and b) give the benefit within 15 months following such approval. Unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. The issue of the Performance Rights to the directors (or their nominees) constitutes giving a financial benefit and the directors are related parties of the Company by virtue of being directors. The directors, while abstaining from any vote in relation to the granting of their own Performance Rights, consider that the Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the grant falls

within the exception in section 211 of the Corporations Act. Section 211 provides that member approval is not required where the financial benefit constitutes reasonable remuneration given to an officer of the company and is reasonable having regard to the circumstances of the company and the responsibilities of the officer.

In reaching this conclusion, the Board considered:

- the role and responsibilities of the relevant Director;
- the Company's remuneration framework and incentive arrangements;
- the number of Performance Rights proposed to be granted;
- the performance hurdles and vesting conditions attaching to the Performance Rights;
- the alignment of the proposed equity incentives with shareholder interests;
- market practice amongst comparable ASX-listed companies; and
- the current and proposed total remuneration package of the relevant Director.

Accordingly, the Board considers that the proposed grant of Performance Rights represents reasonable remuneration and falls within the exception contained in section 211 of the Corporations Act. As a result, shareholder approval under Chapter 2E of the Corporations Act is not being sought.

Notwithstanding the above, shareholder approval is being sought for the purposes of ASX Listing Rule 10.14.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit a director, an associate of a director, or a person whose relationship with the Company is, in ASX's opinion, such that approval should be obtained, to acquire securities under an employee incentive scheme without shareholder approval. Approval under ASX Listing Rule 10.14 satisfies the requirements of ASX Listing Rule 7.1, ensuring the issue does not count toward the Company's 15% placement capacity.

In accordance with the Listing Rules, Shareholders are being asked under Resolution to approve the grant of 850,000 Performance Rights to the directors of the Company (**Performance Rights**), and to the extent those Performance Rights vest, the underlying ordinary shares (**Performance Shares**).

Details regarding the total remuneration packages of each director is as follows:

	Short-term benefits			Post-employment benefits	Share-based payments		Total
	Salary and fees	Cash bonus	Non-monetary	Super-annuation	Equity settled shares	Equity settled Performance rights	
2026	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>							
Paul Oneile	117,143	-	-	14,057	-	14,296	145,496
Victor van Bommel	65,004	-	-	-	-	14,296	79,300
Elizabeth Aris	61,107	-	-	7,333	-	14,296	82,736

	<i>Executive Director:</i> John Balassis								
	265,001	33,125	-	27,800	-	42,888	368,814		
	<u>508,255</u>		<u>33,125</u>	<u>-</u>	<u>49,190</u>	<u>-</u>	<u>85,776</u>	<u>676,346</u>	
	If the issuances captured under this Resolution are approved, the Company will be able to issue the Performance Rights to the directors under the Plan within three years after the date of the Annual General Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue, the issue will not utilise any of the Company's 15% placement capacity.								
	If the issuances captured under this Resolution are not approved, the Company will be unable to grant the Performance Rights to the Directors under the Plan. In that circumstance, the Board will consider alternative remuneration arrangements to appropriately remunerate and incentivise each Director, including the possibility of providing cash-based incentives or other forms of remuneration that are consistent with the Company's remuneration policy and strategic objectives.								
A copy of the Rules of the Plan was originally announced to the ASX on 11 May 2021 and a summary of the terms of the Plan rules is attached in Annexure A.									
Specific information required by ASX Listing Rule 10.15	The following information is provided for the purpose of ASX Listing Rule 10.15:								
	a) The Performance Rights are to be issued to Mr. Paul Oneile, Ms. Elizabeth Aris, Mr. Victor van Bommel, and Mr. John Balassis.								
	b) The maximum number of Performance Rights to be granted to the directors (as outlined above) under the Employee Incentive Plan if all issuances under this Resolution are approved is 1,450,000.								
	c) The following Equity Securities have previously been issued to the directors under the Employee Incentive Plan:								
	Paul Oneile	33,333	01/07/2025	01/01/2026	01/07/2030	\$0.35			
		33,333	01/07/2025	01/01/2027	01/07/2030	\$0.45			
		33,334	01/07/2025	01/01/2028	01/07/2030	\$0.60			
		50,000	01/07/2026	01/01/2027	01/07/2031	\$0.35			
		50,000	01/07/2026	01/01/2028	01/07/2031	\$0.45			
		50,000	01/07/2026	01/01/2029	01/07/2031	\$0.60			
		<u>250,000</u>							
	Victor van Bommel	33,333	01/07/2025	01/01/2026	01/07/2030	\$0.35			
		33,333	01/07/2025	01/01/2027	01/07/2030	\$0.45			
		33,334	01/07/2025	01/01/2028	01/07/2030	\$0.60			
		50,000	01/07/2026	01/01/2027	01/07/2031	\$0.35			
		50,000	01/07/2026	01/01/2028	01/07/2031	\$0.45			
		50,000	01/07/2026	01/01/2029	01/07/2031	\$0.60			
		<u>250,000</u>							
	Elizabeth Aris	33,333	01/07/2025	01/01/2026	01/07/2030	\$0.35			
		33,333	01/07/2025	01/01/2027	01/07/2030	\$0.45			
		33,334	01/07/2025	01/01/2028	01/07/2030	\$0.60			
50,000		01/07/2026	01/01/2027	01/07/2031	\$0.35				
50,000		01/07/2026	01/01/2028	01/07/2031	\$0.45				

		50,000	01/07/2026	01/01/2029	01/07/2031	\$0.60
		250,000				
John Balassis		100,000	01/07/2025	01/01/2026	01/07/2030	\$0.35
		100,000	01/07/2025	01/01/2027	01/07/2030	\$0.45
		100,000	01/07/2025	01/01/2028	01/07/2030	\$0.60
		133,334	01/07/2026	01/01/2027	01/07/2031	\$0.35
		133,333	01/07/2026	01/01/2028	01/07/2031	\$0.45
		133,333	01/07/2026	01/01/2029	01/07/2031	\$0.60
		700,000				
d) Subject to receiving Shareholder approval at the 2026 AGM, the Performance Rights will be issued to the directors no later than three years after the date of the Meeting. e) The Performance Rights will be issued to the directors for nil consideration. f) A summary of the key material terms of the Plan rules is attached In Annexure A. g) No loans will be made to the directors in relation to the acquisition of Performance Rights. h) Details of any Equity Securities issued under the Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. i) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Equity Securities under the Plan after the Resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule. j) The Performance rights are subject to the following terms and vesting conditions: - The Performance Rights are allocated equally over 3 tranches. - Tranches have a minimum vesting period of 1, 2 or 3 years from the grant date. - All performance rights expire 5 years from the grant date (Expiry Date). - Subject to the satisfaction of the performance hurdles in relation to each participant, the relevant participant will receive one share in the Company for each vested Performance Right. Any Performance Right which does not vest according to the vesting requirements by the Expiry Date will lapse. - The Performance right participant must be in continuous employment for the relevant vesting period year, in the role and with the responsibilities as at the grant date, unless otherwise approved by the CEO. - Performance Rights that require the share price to exceed a hurdle, must do so for 30 consecutive days prior to expiry. - Performance rights cannot vest until the minimum vesting period has been satisfied, regardless of when the share price hurdles are achieved. - The participant must display behaviours consistent with the Company's values. - All rights vest on a takeover or change of control event. - Any other factor/s which the Board and/or the Remuneration & Nominations Committee agree should be considered from time to time						

	at the discretion of the Board and/or Remuneration Committee.
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As all Directors are eligible to participate in the proposed grant of Performance Rights under Resolution 6, each director has a personal interest in the outcome of the Resolution. Accordingly, the Board considers that it would be inappropriate to make a recommendation to Shareholders regarding the issuances captured in Resolution 6. Each director abstains from making a recommendation on the proposed issuances captured under this Resolution. The directors encourage Shareholders to read this Explanatory Memorandum in its entirety and to exercise their own judgement in determining how to vote on each proposed issuance within Resolution 6.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of the proposed issuances within this Resolution.

APPROVAL OF ISSUANCE OF SHARES TO MR. JOHN BALASSIS

Resolution 7	Approval of Issuance of Shares to Mr. John Balassis								
Explanation	John Balassis was initially appointed as the Chief Executive Officer (CEO) of the Company with effect from 1 January 2023 for 18 months. On 7 June 2024, the Company announced the extension of John's contract. The announcement was released to the ASX on 7 June 2024 contained details of John Balassis' service agreement and remuneration which included the short-term incentive, which is 50% of Fixed Remuneration, subject to the achievement of key performance targets. The Board agreed that the CEO met certain STI key performance targets (refer further below) to the Financial Year ending 30 June 2026 and is entitled to an STI payment. The CEO has elected to convert all of this payment, after adjusting the amount for applicable income tax, into shares in the Company. Shareholder approval is being sought for the issue of 114,000 Shares to John Balassis in satisfaction for achievement of certain STI key performance targets.								
Summary of the key terms of John Balassis' Service Agreement and FY2026 STI calculation	In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided in relation to the Resolution: <table border="1"> <tr> <td>Commencement date</td><td>1 July 2024</td></tr> <tr> <td>Term</td><td>Open ended</td></tr> <tr> <td>Remuneration</td><td> Fixed remuneration: \$265,000 plus statutory superannuation Short-term Incentives: 50% of fixed remuneration, subject to the achievement of key performance targets Long-term Incentives: Performance rights </td></tr> <tr> <td>Notice Period</td><td>3 months.</td></tr> </table>	Commencement date	1 July 2024	Term	Open ended	Remuneration	Fixed remuneration: \$265,000 plus statutory superannuation Short-term Incentives: 50% of fixed remuneration, subject to the achievement of key performance targets Long-term Incentives: Performance rights	Notice Period	3 months.
Commencement date	1 July 2024								
Term	Open ended								
Remuneration	Fixed remuneration: \$265,000 plus statutory superannuation Short-term Incentives: 50% of fixed remuneration, subject to the achievement of key performance targets Long-term Incentives: Performance rights								
Notice Period	3 months.								

The Short-term incentive is based on Board approved key performance targets. Targets are set to align with the annual budget cycle and to assist in the longer term value of the business. For Financial Year 2026, the below table summarises the key performance targets that were measured and tracked, resulting in the FY26 Short-term incentive:

Short-term Incentive Description	FY26 Weighting	\$ Maximum	Assessment	Value Earned (\$)
Total Shareholder Return above ASX indexes	- Index to <110% = 0% 110% to 130% index = scaled >130% = 100% achieved			Fell within Index, therefore no greater than 50% of STI can be earned – subject to individual KPIs below.
ACV Growth	25%	33,125	ACV growth achieved but below budget target	-
Net Renewal Rate	10%	13,250	Churn within the bounds set by the Company budget	\$12,256
Variance on approved budgeted expenses (actual to be within 100% of budget)	10%	13,250	Variance on budgeted expenses within target	\$13,250
Value from M&A, JV, Strategic Alliances, collaboration partnerships	25%	33,125	Successful acquisition of Wattwatchers however investment to integrate greater than budget	-
Retention of ISO accreditations in AU and UK	10%	13,250	Re-accredited with all ISO accreditations in UK and Aust.	\$13,250

	Employee experience/satisfaction/ NPS	10%	13,250	Employee NPS (eNPS) improved but not sufficient to meet target	-
	Customer engagement NPS	10%	13,250	Customer NPS improved both in +score and number of participants, but not sufficient to meet target	-
	TOTAL	100%	\$132,500		\$38,756

The table above shows:

- The maximum value of the Short-term Incentive available for FY2026 was \$132,500.
- The value earned for FY2026, based on achievement of key performance measures was \$38,756, which represents approx. 30% of the maximum value of the Short-term Incentive available.

Considerations under ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue Equity Securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of ASX Listing Rule 10.11 includes:

- a related party;
- a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in (a) to (c) above; and
- a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

A related party for the purposes of the Corporations Act and the ASX 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.

John Balassis is a director and therefore is a related party of the Company under ASX Listing Rule 10.11.1.

The proposed Share Issue does not fall within any of the exceptions in ASX Listing Rule 10.12 and therefore requires the approval of the Shareholders under ASX Listing Rule 10.11.

If the Resolution is passed, the Company will be able to proceed with the proposed Share Issue.

If the Resolution is not passed, the Company will not be able to proceed with the proposed Share Issue. In that circumstance, issues may arise with the competitiveness of John Balassis' total remuneration package. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash

	long-term incentive subject to the risk of forfeiture, performance conditions and performance period.				
Considerations under Chapter 2E of the Corporations Act	Chapter 2E of the Corporations Act required that for a public company, or an entity that the public company controls, to give a financial fair benefit to a related party of the public company, the public company or entity must: - obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and - give the benefit within 15 months following such approval. Unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. As explained above, John Balassis is a related party of the Company and the proposed share issue, for the purposes of the Chapter 2E of the Corporations Act, constitutes the giving of a financial benefit. Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the grant falls within the exception in section 211 of the Corporations Act. Section 211 provides that member approval is not required where the financial benefit constitutes reasonable remuneration given to an officer of the company and is reasonable having regard to the circumstances of the company and the responsibilities of the officer. In reaching this conclusion, the Board considered: - the role and responsibilities of the relevant director; - the Company's remuneration framework and incentive arrangements; - the number of Shares proposed to be issued; - the performance hurdles achieved in order to qualify for the issuance of Shares; - the alignment of the proposed equity incentives with Shareholder interests; - market practice amongst comparable ASX-listed companies; and - the current and proposed total remuneration package of the relevant director. Accordingly, the Board considers that the proposed issue of Shares represents reasonable remuneration and falls within the exception contained in section 211 of the Corporations Act. As a result, shareholder approval under Chapter 2E of the Corporations Act is not being sought. Notwithstanding the above, Shareholder approval is being sought for the purposes of ASX Listing Rule 10.14.				
Specific information required by ASX Listing Rule 10.13	In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided in relation to the Resolution: <table border="1"> <tr> <td>Recipients and category under ASX Listing Rule 10.11</td><td>Mr. John Balassis – Executive Director & CEO</td></tr> <tr> <td>Maximum no. of securities to be issued</td><td>114,000 Shares</td></tr> </table>	Recipients and category under ASX Listing Rule 10.11	Mr. John Balassis – Executive Director & CEO	Maximum no. of securities to be issued	114,000 Shares
Recipients and category under ASX Listing Rule 10.11	Mr. John Balassis – Executive Director & CEO				
Maximum no. of securities to be issued	114,000 Shares				

	Issue price	If Shareholder approval is obtained for the Resolution, the Company intends to issue the shares as soon as reasonably practicable after the Meeting, or in any event within one month after the date of the Meeting.
	STI calculation	The number of shares proposed to be issued to John Balassis for FY26 achievements are calculated via the application of the following formula: STI to be paid in shares net of tax: 114,000 Shares. Shares issued at the 5-day VWAP to 25 September 2026 which is \$0.18 per share. Total: 114,000 Shares
	Performance period	The performance period was from 1 July 2025 to 30 June 2026.
	Terms of securities	The Shares will rank pari passu with those Shares already on issue.
	Use of funds	No funds will be raised from the issue of shares.
	Director total remuneration package	Fixed remuneration: \$265,000 plus statutory superannuation Short-term Incentives: 50% of fixed remuneration, subject to the achievement of key performance targets Long-term Incentives: Performance rights.
Board Recommendation	The Board, with Mr. Balassis abstaining, recommends that Shareholders vote in favour of the Resolution.	
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.	

APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

Resolution 8	Approval of 10% Placement Capacity (Special Resolution)
Explanation	Background ASX Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue Equity Securities up to 10% of its issued capital (10% Placement Capacity). Subject to Shareholder approval of this Resolution, the number of Shares that the Company will be able to issue under ASX Listing Rule 7.1A is calculated in accordance with the following formula: $(A \times D) - E$ A = the number of fully paid ordinary securities on issue at the commencement of the relevant period,

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period;

D = 10%

E = the number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.

An Eligible Entity is one that, at the time of the annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a market capitalisation of \$300 million or less.

The Company anticipates it will be an Eligible Entity for the purposes of ASX Listing Rule 7.1A at the time of the AGM.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

At the date of this Notice, the Company currently has only one (1) class of quoted Equity Securities on issue, being Shares.

If this Resolution is passed, the Company will be able to issue Equity Securities under the 10% Placement capacity in addition to its 15% limit under ASX Listing Rule 7.1.

If this Resolution is not passed, the Company will not have access to the issue capacity offered under ASX Listing Rule 7.1A.

Information required by Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) Minimum Price

The Equity Securities issued must only be for cash consideration and not less than 75% of the volume weighted average price of Equity Securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- 1) the date on which the price at which the Equity Securities are to be issued is

agreed; or

- 2) if the Equity Securities are not issued within 10 trading days of the date in paragraph (1) above, the date on which the Equity Securities are issued.

(b) 10% Placement Period

Shareholder approval of the 10% Placement Capacity is valid from the date of the AGM at which approval is obtained and expires on the earliest to occur of:

- 1) The date which is 12 months after the date of the annual general meeting at which the approval was obtained;
- 2) The time and date of the Company's next annual general meeting; or
- 3) The time and date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

(c) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table on the following page.

The table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 7 October 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

		Dilution			
Number of Shares on issue (Variable A in ASX Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.085	\$0.17	\$0.34
			50% Decrease	Issue Price	100% Increase
			Funds Raised		
Current	86,476,328	8,647,633	\$735,049	\$1,470,098	\$2,940,195
50% Increase	129,714,492	12,971,449	\$1,102,573	\$2,205,146	\$4,410,293
100% Increase	172,952,656	17,295,266	\$1,470,098	\$2,940,195	\$5,880,390

The table above is based on the following assumptions:

- 1) There are currently 86,476,328 Shares on issue;
- 2) The issue price is the closing price of the Shares on the ASX on 7 October 2026;
- 3) The Company issues the maximum number of Equity Securities under the 10% Placement Capacity;
- 4) The Company has not issued any Equity Securities in the 12 months prior to the

	Meeting that were not issued under an exception in the ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 and 7.4; 5) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options or Performance Share Rights are exercised into Shares before the date of issue of the Equity Securities; 6) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances; 7) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed; 8) Funds Raised in the table have been rounded to the nearest full dollar; 9) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%; and 10) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placement under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: • the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and • the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue, which may influence the amount of funds raised by the issue of the Shares. (d) Purpose of issue under 10% Placement Capacity The Company has no specific intention to use the 10% Placement Capacity, however if it did, the funds would likely be used for purposes including ongoing revenue growth activities, development costs, investing activities (including possible complimentary business acquisitions or ventures if any are identified and approved by the Board), business generation or marketing activities. (e) Compliance with ASX Listing Rule 7.1A.4 The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Equity Securities. Namely, the Company must: 1) State in its announcement of the proposed issue of Equity Securities under ASX Listing Rule 3.10.3 or in its application for quotation of the Equity Securities under ASX Listing Rule 2.7 that the Equity Securities are being issued under ASX Listing Rule 7.1A; and 2) Give to ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities and the number issued to each (not for release to the market). (f) Allocation Policy under the 10% Placement Capacity The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined as at the date of the Notice but may consist of existing Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Capacity, having regard to the following factors: 1) The purpose of the issue; 2) Alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing
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	Shareholders may participate; 3) The effect of the issue of Equity Securities on the control of the Company. 4) The circumstances of the Company, including but not limited to, the financial position and solvency of the Company; and 5) Advice from corporate, financial and broking advisors (if applicable). (g) Previous Issue of Securities under ASX Listing Rule 7.1A The Company has not issued any Equity Securities under Listing Rule 7.1A since it last obtained Shareholder approval at the 2025 AGM on 27 November 2025. (h) Voting Exclusion As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.
Special Resolution	This Resolution is a special resolution and therefore requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person or by proxy).
Board Recommendation	The directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

DEFINITIONS

Annual General Meeting	Means the Annual General Meeting of the Company for 2026 to which the Notice relates (AGM)
ASX	Means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rules	Means the Listing Rules of ASX.
Awards	Collectively means any Incentive Options, Performance Rights or Incentive Rights issued under the Company's Employee Incentive Plan.
Board	Means the board of directors of the Company.
Chair	Means the Chair of the Annual General Meeting.
Company or EPX	Means EPX Limited ACN 645 144 314.
Constitution	Means the Company's Constitution.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or 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 entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
Equity Securities	Means a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security.
Explanatory Memorandum	Means this explanatory memorandum accompanying and forming part of the Notice.
Incentive Options	Means an Option to acquire a fully paid ordinary share in the Company.
Incentive Rights	Means a right to a cash amount determined in reference to the value of shares issued under the Company's Employee Incentive Plan.
Key Management Personnel or KMP	Means those people described as Key Management Personnel in the Remuneration Report and includes all directors.

Meeting	Means the Annual General Meeting of the Company for 2026 to which the Notice relates.
Notice	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Option	Means an option to acquire a fully paid ordinary share in the Company.
Performance Right	Means a contractual right to receive a number of ordinary shares if and when a nominated performance milestone is reached.
Placement	Means the private placement of \$2.14million to existing and new institutional shareholders completed on 24 December 2025 and the subsequent issuance of 8,752,000 fully paid ordinary shares in the Company.
Proxy Form	Means the proxy form that is enclosed with and forms part of this Notice.
Remuneration Report	Means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2026.
Restricted Shares	Means Shares allocated under the Employee Incentive Plan that are subject to terms and conditions set out in the Employee Incentive Plan.
Resolution	Means a resolution set out in this Notice.
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means a holder of at least one Share in the Company.

ANNEXURE A: SUMMARY OF EMPLOYEE INCENTIVE PLAN RULES

TOPIC	SUMMARY
Administration	The Plan will be administered by the Board.
Eligibility	Participation in the Plan is by invitation (Invitation). Eligible participants are full-time or part-time employees of any EPX group company (including Executive Directors), or any other person the Board deems eligible in its absolute discretion.
Award	The Plan provides flexibility for the Board to grant one or more of the following types of awards: a) options to acquire shares (Incentive Options); b) Performance Rights; c) shares allocated under the Plan (Restricted Shares); or d) a right to a cash amount determined in reference to the value of shares (Incentive Right), (together, Awards). Any shares issued under the Plan will rank equally with other Shares issued by the Company, except for any rights attaching to Shares by reference to a record date prior to the date of their issue.
Maximum number of Awards that may be issued under the Plan	3,000,000 Awards.
Conditions	The Board must set out the terms and conditions of the Award in the Invitation. The Invitation must include: a) the type(s) and number of Award(s) being offered or the method by which the number will be calculated; b) the amount payable for the grant of an Award or the method by which the amount payable is calculated; and c) any vesting conditions, or other condition including any vesting periods. An invitation for an Incentive Option or Performance Right must include: a) requirements for exercising the Incentive Option (including any exercise price or exercise period); b) whether exercising the Incentive Option or vesting of the Performance Right will only be satisfied by an allocation of Shares to the participant; and c) the date or circumstances in which the Incentive Option or Performance Right may lapse. An invitation for an Incentive Right must include: a) how the amount of the Incentive Right is calculated; and b) when the Incentive right will be paid.

Right to participate in new issues of securities	Incentive Options and Performance Rights do not confer on participants a right to participate in the new issue of securities to existing shareholders unless: a) the Incentive Option is entitled to be exercised, or the Performance Right has vested; b) Shares have been allocated under the Plan in respect of that Incentive Option or Performance Right before the determination of entitlements to new securities; or c) the participant participates as a holder of allocated Shares.
Issue price	Awards are to be issued at no cost to a participant unless the Invitation specifies otherwise, or in respect of any allocation of Restricted Shares which may be deducted from that employee's remuneration (provided that arrangement is noted in the Invitation). The Board may approve a loan made by an EPX group company to a participant to satisfy any amount payable for the grant of Restricted Shares. If approved, the invitation to participate must specify the terms and conditions of that loan (including any repayment and dealing restrictions).
Trust arrangement	The Board may, in its discretion, determine that Restricted Shares will be held by a Trustee on behalf of the participant on the terms of the Trust Deed, and any other terms the Board determines. If Restricted Shares are to be held on trust, the invitation must set out: a) the name of the Trust and Trustee; b) the participant's right to exercise any voting right attached to those shares; and c) the circumstances the participant can direct the trustee to transfer the Restricted Share into the participant's name or sell the Restricted Share and pay any proceeds to the participant.



All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm AEDT on Tuesday 24 November 2026.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/epxagm2026>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm AEDT on Tuesday, 24 November 2026**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** <https://www.votingonline.com.au/epxagm2026>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **virtually** <https://meetings.lumiconnect.com/300-397-159-474> on **Thursday, 26 November 2026 at 4:00pm AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

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

STEP 2 VOTING DIRECTIONS

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

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of Remuneration Report	☐	☐	☐	Res 6 (b)	Approval of issuance of 150,000 Performance Rights to Ms Elizabeth Aris, an independent non-executive director of the Company or their nominee(s)	☐	☐	☐
Res 2	Election of Director – Ms. Elizabeth Aris	☐	☐	☐	Res 6 (c)	Approval of issuance of 150,000 Performance Rights to Mr Victor van Bommel, an independent non-executive director of the Company or their nominee(s)	☐	☐	☐
Res 3	Ratification of Placement Shares	☐	☐	☐	Res 6 (d)	Approval of issuance of 400,000 Performance Rights to Mr John Balassis, CEO and executive director of the Company of their nominee(s)	☐	☐	☐
Res 4	Ratification of Issuance of Shares to Energy Saving Networks Group Pty Ltd	☐	☐	☐	Res 7	Approval of Issuance of Shares to Mr. John Balassis	☐	☐	☐
Res 5	Approval of the Grant of a Maximum of 3,000,000 Equity Securities Under the Employee Incentive Plan	☐	☐	☐	Res 8	Approval of additional 10% Placement Capacity (Special Resolution)	☐	☐	☐
Res 6 (a)	Approval of issuance of 150,000 Performance Rights to Mr Paul Oneile, Chair of the Company or their nominee(s)	☐	☐	☐					

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

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