

27 October 2026

2026 Annual General Meeting

Infotrust Ltd (ASX: ITS) (**Infotrust** or the **Company**), in accordance with the ASX Listing Rules, attaches the following documents in relation to its 2026 Annual General Meeting (**AGM**):

- AGM Notice of Meeting;
- Access Letter to Shareholders; and
- Proxy Voting Form.

The release of this announcement was authorised by the Company Secretary of Infotrust Ltd.

For further information, please contact:

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For more information, please visit www.infotrust.com.au
Business address: Level 13, 90 Collins Street, Melbourne VIC 3000

About Infotrust

Infotrust is a leading Australian sovereign cyber security and managed technology provider, helping organisations stay secure, compliant and connected through integrated technology services.

To access Infotrust Investor Hub please scan the QR code or visit
<https://investors.infotrust.com.au/>



INFOTRUST LTD
ACN 089 224 402

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:

Friday, 27 November 2026

Time of Meeting:

4:00PM (AEDT)

The meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Annual General Meeting ("**Notice**"). Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice.

The Notice has been given to those entitled to receive by use of one or more technologies. The Notice is also available on the Australian Securities Exchange Announcement platform and on the Company's website: <https://www.infotrust.com.au>

This Notice and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Infotrust Ltd ("**Infotrust**" or "**Company**") will be held virtually at 4:00pm (AEDT) on Friday, 27 November 2026 ("**Annual General Meeting**", "**AGM**" or "**Meeting**").

Shareholders are encouraged to submit their proxies as early as possible and, in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the AGM.

The virtual meeting can be attended using the following details:

When: Friday, 27 November 2026 at 4:00pm (AEDT)
Topic: Infotrust Ltd Annual General Meeting

VENUE AND VOTING INFORMATION

Held as a Virtual Meeting

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

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

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

An account can be created at investor.automic.com.au by selecting "Register" and following the prompts. Shareholders will require their holder number, being their Securityholder Reference Number ("**SRN**") or Holder Identification Number ("**HIN**"), to create an account.

Accessing the Meeting and Voting Virtually

Shareholders who wish to vote virtually on the day of the AGM may do so through the Automic Investor Portal.

- (i) Open your internet browser and go to <https://investor.automic.com.au/>.
- (ii) Log in using your username and password. If you do not have an account, select "Register" and follow the prompts.
- (iii) When the Meeting is open for registration, select "Register" from the banner displayed at the bottom of the screen. Alternatively, select "Meetings" from the left-hand menu.
- (iv) Select "Join Meeting" and follow the prompts.
- (v) When the Chair declares the poll open, select the "Voting" dropdown menu on the right-hand side of the screen.
- (vi) Select either "Full" or "Allocate" to access your electronic voting card.
- (vii) Follow the prompts to record your voting direction for each Resolution and select "Submit votes". For allocated votes, the number submitted must not exceed your remaining available units.

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

Shareholders are also encouraged to submit written questions in advance to the Company Secretary at company.secretary@infotrust.com.au at least 48 hours before the Meeting.

The Company will provide Shareholders with a reasonable opportunity to ask questions and make comments during the Meeting in relation to the formal items of business and the management of the Company.

Important: Votes cannot be amended once submitted.

Further information on live voting is available in Automic's Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms>.

Shareholders wishing to attend the Meeting should login from 3:30pm (AEDT) on Friday, 27 November 2026.

Shareholders do not need to attend the Meeting to cast their votes and are encouraged to lodge a proxy before the deadline. Voting on each Resolution will be conducted by poll.

Technical Difficulties

Technical difficulties may arise during the Meeting. The Chair has discretion as to whether and how the Meeting should proceed if a technical difficulty arises, having regard to the number of Shareholders affected and the extent to which participation in the business of the Meeting is affected.

The Chair may continue the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Shareholders are therefore encouraged to lodge a proxy no later than 48 hours before the Meeting.

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AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts and Reports

"To receive and consider the Financial Report of the Company, together with the Directors' Report (including the Remuneration Report) and Auditor's Report as set out in the Company's Annual Report for the year ended 30 June 2026."

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

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, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2026 be adopted as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 2: Re-election of Shan Kanji as a Director

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

"That, for the purposes of section 21.2 of the Company Constitution, Listing Rule 14.4 and for all other purposes, Shan Kanji, being a Director who retires by rotation, being eligible, offers himself for re-election, be re-elected as a Director, effective immediately."

Resolution 3: Ratification of prior issue of 4,172,244 Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm:

- (a) the allotment and issue of 1,871,156 fully paid ordinary shares in the Company on 17 April 2026; and*
- (b) the issue or agreement to issue of up to 3,128,844 fully paid ordinary shares in the Company whether issued before or after the date of the Meeting and, if not issued before the date of the Meeting, to be issued no later than three months after that date,*

in each case to the Catalyst Cyber vendors as non-cash consideration under the share sale and purchase agreement for the acquisition of Catalyst Cyber Pty Ltd, as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 4: Approval for the issue of one-off Performance Rights to Paul Timmins (or his nominee)

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, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 1,000,000 Performance Rights to Paul Timmins (or his nominee), a Director, as Paul Timmins' one-off incentive grant on appointment as Managing Director under the Employee Incentive Plan, and to the issue of Shares on vesting and exercise of those Performance Rights, on the terms described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 5: Approval for the issue of LTI FY27 Performance Rights to Paul Timmins (or his nominee)

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, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 1,057,935 Performance Rights to Paul Timmins (or his nominee), a Director

of the Company, as his FY27 long-term incentive under the Employee Incentive Plan, and to the issue of Shares on vesting and exercise of those Performance Rights, on the terms described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 6: Approval for the issue of LTI FY27 Performance Rights to Simon McKay (or his nominee)

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, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 239,295 Performance Rights to Simon McKay (or his nominee), a Director of the Company, as his FY27 long-term incentive under the Employee Incentive Plan, and to the issue of Shares on vesting and exercise of those Performance Rights, on the terms described in the Explanatory Statement which accompanies and forms part of this Notice."

SPECIAL BUSINESS

Resolution 7: Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the fully paid ordinary securities of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice."

Note: Resolution 7 is a special resolution. For it to be passed, at least 75% of the votes validly cast on the Resolution by shareholders entitled to vote must be in favour.

By order of the Board

Nina Mlinarevic
Company Secretary

NOTES

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice should be read together with, and form part of, this Notice.
2. **Record Date:** The Company has determined that, for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at **4:00pm (AEDT) on Wednesday, 25 November 2026** (being 48 hours before the Meeting). Only those persons will be entitled to vote at the Meeting, and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.
3. **Proxies**
 - (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
 - (b) Each shareholder has a right to appoint one or two proxies. A proxy need not be a shareholder of the Company.
 - (c) Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. The sum of the votes to be cast by the proxies must not exceed the shareholder's voting entitlement or 100%.
 - (d) If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - (e) A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the corporation's constitution and the Corporations Act.
 - (f) To be effective, Proxy Forms must be received by the Company's share registry (Automic) no later than **4:00pm (AEDT) on Wednesday, 25 November 2026** (being 48 hours before the commencement of the Meeting). Any proxy received after that time will not be valid for the scheduled Meeting.
4. **Corporate Representative:** Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or the registry in advance of the Meeting, or lodged online when registering as a corporate representative.
5. **How the Chair will Vote Undirected Proxies:** Subject to the voting restrictions set out below, the Chair intends to vote all available undirected proxies in favour of all Resolutions.
6. **Special Resolution:** Resolution 7 is proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the Resolution by shareholders (by number of shares) must be in favour of the Resolution.
7. **How to Ask Questions:** Shareholders and their proxies attending online will be able to ask questions during the Meeting through the Q&A box on the virtual platform, or verbally using the "raise hand" function. Written questions may also be submitted in advance to the Company Secretary at company.secretary@infotrust.com.au. Written questions to the auditor relating to the content of the Auditor's Report or the conduct of the audit under section 250PA of the Corporations Act must be received no later than five business days before the Meeting.
8. **Enquiries:** Shareholders are invited to contact the Company Secretary on 1300 007 001 if they have any queries in respect of the matters set out in these documents.

VOTING EXCLUSION STATEMENTS

Voting exclusions applicable to Resolutions 1, 3, 4, 5 and 6 are set out below.

Resolution 1

In accordance with the Corporations Act, a vote must not be cast on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report ("**KMP**"), or a Closely Related Party of such a person (together, "**Restricted Voters**").

However, a Restricted Voter may cast a vote as proxy if the vote is not cast on behalf of another Restricted Voter and either:

- (a) the Restricted Voter is appointed as proxy under an appointment in writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the Restricted Voter is the Chair and the appointment:
 - (i) does not specify how the Chair is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

If you appoint the Chair as your proxy and do not direct the Chair how to vote on Resolution 1, you expressly authorise the Chair to exercise your proxy on Resolution 1.

Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who participated in either issue of the Consideration Shares or is a counterparty to the acquisition agreement under which those Shares were issued; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (c) a person as proxy or attorney for a person entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (d) the Chair of the Meeting as proxy or attorney for a person 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
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 4, 5 and 6

The Company will disregard any votes cast in favour of Resolutions 4, 5 or 6 by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 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 the relevant Resolution by:

- (c) a person as proxy or attorney for a person entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (d) the Chair of the Meeting as proxy or attorney for a person 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
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as proxy must not vote, on the basis of that appointment, on Resolutions 4, 5 or 6 if:

- (a) the proxy is:
 - (i) a member of the Company's KMP; or
 - (ii) a Closely Related Party of a member of the Company's KMP; and
- (b) the appointment does not specify how the proxy is to vote on the relevant Resolution.

However, this prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Chair's Voting Intention

The Chair intends to vote all available undirected proxies in favour of each resolution.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement ("**Explanatory Statement**") accompanies and forms part of the Company's Notice of Annual General Meeting ("**Notice**") for the 2026 Annual General Meeting ("**Meeting**") to be held virtually at 4:00pm (AEDT) on Friday, 27 November 2026.

The Notice incorporates, and should be read together with, this Explanatory Statement.

This Explanatory Statement does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting, you should consult your financial or other professional adviser.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2026 which incorporates the Company's Financial Report, Directors' Report (including the Remuneration Report and the Auditors Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company Secretary at 1300 007 001 and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: <https://investors.infotrust.com.au> or via the Company's announcement platform on ASX under the ASX Code "ITS". Except as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on the 2026 Annual Report and the management of the Company. The auditor will be invited to attend to answer questions about the audit of the Company's 2026 Annual Financial Statements.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires the Company to put a resolution to Shareholders at the AGM that the Remuneration Report be adopted. The vote is advisory only and does not bind the Directors or the Company. Section 250R(3) confirms the advisory effect.

The Remuneration Report forms part of the Directors' Report contained in the Company's Annual Report for the financial year ended 30 June 2026. It sets out the Company's remuneration arrangements for its Directors and other Key Management Personnel.

Under section 250SA of the Corporations Act, the Chair must allow Shareholders as a whole a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report at the AGM.

Under Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of the votes cast on the resolution to adopt the Remuneration Report are cast against adoption at two consecutive AGMs, the Company must put a spill resolution to Shareholders at the second AGM ("**spill resolution**"). If the spill resolution is passed, the Company must hold a further meeting within 90 days at which the relevant Directors, other than a Managing Director permitted by the ASX Listing Rules to hold office indefinitely without re-election, must stand for re-election. Section 250V sets out the spill resolution and spill-meeting requirements.

At the Company's 2025 AGM, 99.87% of votes cast supported adoption of the FY25 Remuneration Report. Accordingly, the Company did not receive a first strike at that meeting and no spill resolution is required at the 2026 AGM. This is supported by the FY26 4E and Directors' Report disclosure.

The Directors will consider the outcome of the vote and any comments made by Shareholders on the Remuneration Report when reviewing the Company's remuneration framework.

Directors' Recommendation

Each Director has an interest in Resolution 1 because the Remuneration Report includes details of Directors' remuneration. Subject to the voting restrictions set out in this Notice, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chair intends to vote all available undirected proxies in favour of Resolution 1.

Resolution 2: Re-election of Shan Kanji as a Director

Background

Under clause 21.2 of the Constitution and ASX Listing Rule 14.4, Shan Kanji retires by rotation and, being eligible, offers himself for re-election as a Director.

Shan Kanji is the non-independent Chairman of the Board and the Non-Independent Chair of its Nomination and Remuneration Committee.

Mr Kanji is an experienced Chairman, company director and business leader with more than 20 years leading and governing scale diversified and complex technology and industrial businesses in Australia and New Zealand. He has a strong track record in business growth, transformation and acquisitions.

He has extensive experience in the technology disciplines sector, including as the Chairman of ASX listed technology and technology advisory firm Atturra Limited (ASX: ATA), and an Independent Non-Executive Director of fintech SaaS business Monvia Limited (ASX: MNV).

Shan Kanji is also a lawyer and the Principal of Kanji & Co.

Directors' Recommendation

The Board, with Shan Kanji abstaining from making a recommendation, recommends that Shareholders vote in favour of Shan Kanji's re-election.

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

Resolution 3: Ratification of prior issue of 4,172,244 Shares

Background

On 17 April 2026, the Company completed the acquisition of 100% of the issued share capital of Catalyst Cyber Pty Ltd ("**Catalyst Cyber**"). As part of the completion consideration, the Company issued 1,871,156 fully paid ordinary Shares to the Catalyst Cyber vendors ("**Estimated Completion Consideration Shares**").

Under the acquisition agreement, the completion consideration is subject to adjustment following determination of the final FY26 earnings result. As a result of that adjustment, the Company expects to issue up to 3,128,844 fully paid ordinary Shares to the Catalyst Cyber vendors as the share component of the completion payment adjustment ("**Completion Payment Adjustment Shares**").

The final number and issue date of the Completion Payment Adjustment Shares cannot presently be determined because they depend on finalisation of the FY26 earnings result and the resulting adjustment under the acquisition agreement. The Company currently expects to issue the Completion Payment Adjustment Shares on or around 30 October 2026 and before the date of the Meeting.

If the Completion Payment Adjustment Shares are issued before the Meeting, Resolution 3 will seek ratification of that issue under Listing Rule 7.4. If they have not been issued by the date of the Meeting, Resolution 3 will seek approval under Listing Rule 7.4 of the agreement to issue those Shares, which will be issued no later than three months after the date of the Meeting.

The Estimated Completion Consideration Shares and the Completion Payment Adjustment Shares are together referred to as the Consideration Shares.

The Estimated Completion Consideration Shares were issued, and the Completion Payment Adjustment Shares will be issued, as non-cash consideration under the share sale and purchase agreement for the acquisition of Catalyst Cyber. No funds were or will be raised from either issue.

The Estimated Completion Consideration Shares were issued, and the Completion Payment Adjustment Shares are expected to be issued, using the Company's available placement capacity under Listing Rule 7.1. The issues do not fall within an exception in Listing Rule 7.2 and were not previously approved by Shareholders. Accordingly, the Consideration Shares reduce, or will reduce, the Company's available placement capacity under Listing Rule 7.1 until ratified or otherwise excluded from the calculation of that capacity.

Resolution 3 seeks Shareholder approval under Listing Rule 7.4 of the issue or agreement to issue the Consideration Shares.

Listing Rule 7.1 and 7.4

Listing Rule 7.1 generally limits the number of Equity Securities that the Company may issue without Shareholder approval in any 12-month period to 15% of its issued ordinary capital, subject to specified adjustments and exceptions.

Listing Rule 7.4 allows Shareholders to ratify a prior issue of Equity Securities where the issue did not breach Listing Rule 7.1. If ratified, the issue is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1.

The Company is seeking approval under Listing Rule 7.4 to restore the portion of its Listing Rule 7.1 placement capacity used, or to be used, by the issue of the Consideration Shares and preserve flexibility to issue further Equity Securities without prior Shareholder approval, subject to the Listing Rules.

The Company confirms that the issue of the Estimated Completion Consideration Shares did not breach Listing Rule 7.1. If the Completion Payment Adjustment Shares are issued before the Meeting, the Company will only issue them to the extent that the issue does not breach Listing Rule 7.1.

Effect of Resolution 3

If Resolution 3 is passed, the issue or agreement to issue the Consideration Shares will be treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1. The Consideration Shares will therefore cease to reduce, or will not reduce, the Company's available placement capacity under that rule.

If Resolution 3 is not passed, the Consideration Shares issued before the Meeting will continue to count towards the Company's Listing Rule 7.1 placement capacity for the applicable 12-month period. To the extent any Completion Payment Adjustment Shares have not been issued by the date of the Meeting, the Company may only issue them using its then available placement capacity or another applicable exception or approval under the Listing Rules.

Additional information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

Required Information	Estimated Completion Consideration Shares	Completion Payment Adjustment Shares
Persons Issued To	The Catalyst Cyber vendors, being counterparties to the share sale and purchase agreement	
Number of Equity Securities issued	1,871,156 fully paid ordinary Shares	Up to 3,128,844 fully paid ordinary Shares. The final number will be determined under the acquisition agreement following finalisation of the FY26 earnings result
Terms of Issue	Rank equally with existing fully paid ordinary Shares; 50% subject to the applicable escrow arrangements	
Issue Date	17 April 2026	Expected to be issued on or around 30 October 2026 and before the Meeting. If not issued before the Meeting, no later than three months after the date of the Meeting
Price	Issued for nil cash consideration	
Purpose of Issue/ Use of Funds	Non-cash consideration arising from the contractual completion payment adjustments. No funds were raised	
Material Terms of the Agreement	Consideration payable by the Company for the acquisition of all issued shares in Catalyst Cyber. The consideration was subject to adjustment following determination of the final FY26 earnings result. The applicable proportion of the Shares is subject to voluntary escrow	

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

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

Resolution 4: Approval for the issue of one-off Performance Rights to Paul Timmins (or his nominee)

Background

On 18 May 2026, the Company appointed Paul Timmins as Chief Executive Officer. Under his appointment arrangements, Paul Timmins is entitled, subject to Shareholder approval, to receive 1,000,000 Performance Rights as a one-off equity grant on appointment under the Company's Employee Incentive Plan ("**EIP**").

Resolution 4 seeks Shareholder approval to grant 1,000,000 Performance Rights to Paul Timmins (or his nominee), and to issue or transfer any Shares arising from the vesting and exercise of those Performance Rights, on the terms described below and under the EIP.

The appointment grant is intended to align Paul Timmins' interests with the interests of Shareholders by linking vesting to share-price performance, continued service and the creation of sustainable Shareholder value.

The Performance Rights will be granted for nil cash consideration. No amount will be payable on vesting or exercise. Each vested Performance Right will entitle Paul Timmins to receive one Share, subject to the Board's discretion under the EIP and the terms of the grant. Before vesting, the Performance Rights will not carry voting or dividend rights.

If Resolution 4 is not passed, the Company will not grant the Performance Rights to Paul Timmins under the EIP. The Board may consider alternative remuneration arrangements consistent with their appointment terms and the Company's remuneration framework.

Terms of Performance Rights

Subject to Shareholder approval, the Company will grant 1,000,000 Performance Rights to Paul Timmins (or his nominee) under the EIP.

The Performance Rights will vest as follows:

Term	Details
Number	1,000,000 Performance Rights
Entitlement	Each vested and exercised Performance Right entitles the holder to one fully paid ordinary Share
Issue Price	Nil
Exercise Price	Nil
Performance Condition	The Company's Shares must achieve a VWAP of at least \$0.75 over 30 consecutive trading days during the Calculation Period, as determined by the Board
Calculation Period	Three years from the Grant Date
First Vesting Tranche	50% vest on the date the Performance Condition is satisfied
Second Vesting Tranche	50% vest six months after the Performance Condition is satisfied
Service Condition	Paul Timmins must remain employed and not be under notice at each vesting date, unless the Board determines otherwise
Expiry Date	Four years from the Grant Date
Exercise	Vested Performance Rights may be exercised at any time before the Expiry Date

Cessation of Employment

Unvested Performance Rights will generally lapse when Paul Timmins ceases employment.

If Paul Timmins ceases employment due to death, permanent disablement, redundancy or another reason approved by the Board, a pro-rata portion of his unvested Performance Rights may remain on foot and continue under their original terms, with the balance lapsing.

Vested Performance Rights may generally be exercised within 60 days after cessation, or within 60 days after any applicable restrictions under the Company's Securities Trading Policy cease to apply.

The treatment of the Performance Rights on cessation remains subject to the EIP, the grant terms and any discretion available to the Board.

Change of Control

If a Corporate Control Event is likely to occur, the Board may determine that some or all of the Performance Rights vest and become exercisable.

For the purposes of the grant, a Corporate Control Event includes a transaction or arrangement under which a person and that person's associates would acquire a relevant interest in, or voting power over, 60% or more of the Company's Shares.

If a Corporate Control Event occurs, the Board may determine, in its discretion, the extent to which any unvested Performance Rights vest and become exercisable. The grant invitation modifies the general EIP treatment for Paul Timmins so that vesting is not automatic merely because a Corporate Control Event occurs.

Clawback and Restrictions on Dealing

The Performance Rights are subject to the lapse, forfeiture and clawback provisions of the EIP, including where there has been fraud, misconduct, breach of duty or a material misstatement affecting the relevant vesting outcome.

Paul Timmins must not transfer, dispose of or hedge the Performance Rights except as permitted by the EIP, the grant terms and applicable law.

Legal Requirements – Listing Rule 10.14

Listing Rule 10.14 requires Shareholder approval before a Director, an Associate of a Director or another person within Listing Rules 10.14.1 to 10.14.3 may acquire Equity Securities under an employee incentive scheme, unless an exception applies.

Paul Timmins is a Director and therefore falls within Listing Rule 10.14.1. The EIP is an employee incentive scheme for the purposes of the Listing Rules.

If Resolution 4 is passed, separate approval under Listing Rule 7.1 or Listing Rule 10.11 will not be required for the grant of the Performance Rights or the issue or transfer of Shares following their vesting and exercise.

Information Required by Listing Rule 10.15

The following disclosures are made for the purposes of Listing Rule 10.15:

Required Information	Disclosure
Recipient	Paul Timmins or his nominee
Listing Rule Category	Listing Rule 10.14.1, because Paul Timmins is a Director
Number	1,000,000 Performance Rights
Entitlement	Each vested and exercised Performance Right entitles the holder to one fully paid ordinary Share
Remuneration Package	• Base salary of \$420,000 per annum (excl. superannuation); • STI opportunity of 50% of base salary; and • LTI opportunity of 100% of base salary. The variable remuneration opportunities are discretionary and subject to the relevant plan terms, performance conditions and Board approval
Nature of Grant	One-off grant in connection with Paul Timmins' appointment as Chief Executive Officer, made in lieu of any bonus opportunity for FY26
Previous EIP Issues	No securities have previously been issued to Paul Timmins under the EIP
Issue and Exercise Price	Nil
Material Terms	Set out under " <i>Terms of Performance Rights</i> " above and in the EIP. A summary of the material terms of the EIP is set out in Annexure A
Why Performance Rights Are Used	The Performance Rights link the value delivered to Paul Timmins with share-price performance and continued service without requiring an immediate cash payment by the Company
Value Attributed to the Grant	\$750,000, calculated by multiplying 1,000,000 Performance Rights by the \$0.75 VWAP performance hurdle. This amount represents the value of the underlying Shares if the hurdle is achieved.
Proposed Grant Date	As soon as practicable after the Meeting and, in any event, no later than three years after the Meeting
Annual Report Disclosure	Details of any securities issued under the EIP will be published in the Company's Annual Report for the period in which they are issued, together with a statement that approval was obtained under Listing Rule 10.14
Additional Participants	Any person covered by Listing Rules 10.14.1 to 10.14.3 who becomes entitled to participate in the EIP after approval and is not named in this Notice will not participate until the required approval is obtained
Listing Rule 7.1	If Resolution 4 is passed, separate approval under Listing Rule 7.1 will not be required

Effect of Resolution 4

If Resolution 4 is passed, the Company may grant 1,000,000 Performance Rights to Paul Timmins or his nominee and issue or transfer Shares following their vesting and exercise on the terms described above.

If Resolution 4 is not passed, the Company will not grant the Performance Rights under the EIP. The Board may consider alternative remuneration arrangements.

Termination Benefits approval – section 200B and s200E Corporations Act

Sections 200B and 200E of the Corporations Act regulate certain benefits given in connection with a person's retirement from a managerial or executive office.

Shareholder approval is sought so that, to the extent permitted by the Corporations Act, the Board may exercise its discretion under the EIP and grant terms concerning the treatment of the Performance Rights when Paul Timmins ceases to hold office or employment without the resulting benefit counting towards the applicable statutory termination-benefits cap.

The value of any such benefit cannot presently be determined because it will depend on matters including:

- the number of Performance Rights held by Paul Timmins when he ceases office or employment;
- the date and circumstances of cessation;
- whether and to what extent the Performance Condition and Service Condition have been satisfied;
- the number of Performance Rights that remain on foot, vest or become exercisable;
- any discretion exercised by the Board under the EIP and grant terms; and
- the market price of Shares when the benefit is provided.

Approval under sections 200B and 200E does not guarantee that any Performance Rights will vest. The Board's discretion remains subject to the EIP, the grant terms, applicable law and the circumstances existing at the relevant time.

Directors' Recommendation

The Board, with Paul Timmins abstaining from making a recommendation, recommends that Shareholders vote in favour of Resolution 4.

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

Resolution 5: Approval for the issue of LTI FY27 Performance Rights to Paul Timmins (or his nominee)

Background

Paul Timmins is the Managing Director and Chief Executive Officer of the Company. Under his remuneration arrangements, Paul Timmins is entitled, subject to Shareholder approval, to receive 1,057,935 Performance Rights as his FY27 long-term incentive under the EIP.

Resolution 5 seeks Shareholder approval to grant 1,057,935 Performance Rights to Paul Timmins (or his nominee), and to issue or transfer any Shares arising from the vesting and exercise of those Performance Rights, on the terms described below and under the EIP.

The grant is intended to align Paul Timmins' interests with the interests of Shareholders by linking vesting to Company performance, continued service and the creation of sustainable Shareholder value.

The Performance Rights will be granted for nil cash consideration. No amount will be payable on vesting or exercise. Each vested Performance Right will entitle Paul Timmins to receive one Share, subject to the Board's discretion under the EIP and the terms of the grant. Before vesting, the Performance Rights will not carry voting or dividend rights.

If Resolution 5 is not passed, the Company will not grant the Performance Rights to Paul Timmins under the EIP. The Board may consider alternative remuneration arrangements consistent with his remuneration arrangements and the Company's remuneration framework.

Terms of Performance Rights

Subject to Shareholder approval, the Company proposes to grant 1,057,935 Performance Rights to Paul Timmins or his nominee on the following terms:

Term	Details
Number	1,057,935 Performance Rights
Entitlement	Each vested and exercised Performance Right entitles the holder to one fully paid ordinary Share
Issue Price	Nil
Exercise Price	Nil
Baseline VWAP	The 30-day VWAP of the Company's Shares as at 30 June 2026
Value Attributed to the Grant	\$420,000, being 100% of Paul Timmins' annual base salary and the amount used to determine the initial grant of 1,057,935 Performance Rights
Performance Condition	Absolute total shareholder return, measured by reference to the increase in the Company's Share price from the Baseline VWAP
Measurement Period	From 1 January 2029 until 45 trading days after the announcement of the Company's audited FY29 results
Measurement Method	The highest 30-day VWAP achieved during the Measurement Period
Threshold Vesting	50% vesting if the applicable Share-price increase is 42%
Target Vesting	100% vesting if the applicable Share-price increase is 60%
Stretch Vesting	110% vesting if the applicable Share-price increase is 72% or more
Maximum Vesting	Vesting is capped at 110% of the initial grant, being a maximum of 1,163,728 Performance Rights
Service Conditions	100% subject to continued service until 30 June 2029
Expiry Date	Four years from the Grant Date
Exercise	Vested Performance Rights may be exercised before the Expiry Date in accordance with the EIP and grant terms

Cessation of Employment

Unvested Performance Rights will generally lapse when Paul Timmins ceases employment.

If Paul Timmins ceases employment due to death, permanent disablement, redundancy or another circumstance in which he is treated as a good leaver under the EIP, a pro-rata portion of his unvested Performance Rights may remain on foot and continue under their original terms, with the balance lapsing.

Vested Performance Rights may generally be exercised within 60 days after cessation, or within 60 days after applicable restrictions under the Company's Securities Trading Policy cease to apply.

The treatment of the Performance Rights on cessation remains subject to the EIP, the grant terms and any discretion available to the Board.

Change of Control

If a Corporate Control Event is likely to occur, the Board may determine that some or all of the Performance Rights vest and become exercisable.

For the purposes of the grant, a Corporate Control Event includes a transaction or arrangement under which a person and that person's associates would acquire a relevant interest in, or voting power over, 60% or more of the Company's Shares.

If a Corporate Control Event occurs, the Board may determine, in its discretion, the extent to which any unvested Performance Rights vest and become exercisable. The grant invitation modifies the general EIP treatment for Paul Timmins so that vesting is not automatic merely because a Corporate Control Event occurs.

Clawback and Restrictions on Dealing

The Performance Rights are subject to the lapse, forfeiture and clawback provisions of the EIP, including where there

has been fraud, misconduct, breach of duty or a material misstatement affecting the relevant vesting outcome.

Paul Timmins must not transfer, dispose of or hedge the Performance Rights except as permitted by the EIP, the grant terms and applicable law.

Legal Requirements – Listing Rule 10.14

Listing Rule 10.14 requires Shareholder approval before a Director, an Associate of a Director or another person within Listing Rules 10.14.1 to 10.14.3 may acquire Equity Securities under an employee incentive scheme, unless an exception applies.

Paul Timmins is a Director and therefore falls within Listing Rule 10.14.1. The EIP is an employee incentive scheme for the purposes of the Listing Rules.

If Resolution 5 is passed, separate approval under Listing Rule 7.1 or Listing Rule 10.11 will not be required for the grant of the Performance Rights or the issue or transfer of Shares following their vesting and exercise.

Information Required by Listing Rule 10.15

The following disclosures are made for the purposes of Listing Rule 10.15:

Required Information	Disclosure
Recipient	Paul Timmins or his nominee
Listing Rule Category	Listing Rule 10.14.1, because Paul Timmins is a Director
Maximum Number	1,057,935 Performance Rights, with a maximum of 1,163,728 Performance Rights capable of vesting if the 110% stretch outcome is achieved, and up to an equivalent number of Shares following vesting and exercise
Remuneration Package	• Base salary of \$420,000 per annum (excluding superannuation); • STI opportunity of 50% of base salary; and • LTI opportunity of 100% of base salary. The variable remuneration opportunities are discretionary and subject to the relevant plan terms, performance conditions and Board approval
Nature of Grant	FY27 long-term incentive grant under the EIP
Previous EIP Issues	No securities have previously been issued to Paul Timmins under the EIP
Issue and Exercise Price	Nil
Material Terms	Set out under " <i>Terms of Performance Rights</i> " above and in the EIP. A summary of the material terms of the EIP is set out in Annexure A
Why Performance Rights Are Used	The Performance Rights link the value delivered to Paul Timmins with Company performance and continued service without requiring an immediate cash payment by the Company
Value Attributed to the Grant	\$420,000, being 100% of Paul Timmins' annual base salary and the amount used to determine the initial grant of 1,057,935 Performance Rights
Proposed Grant Date	As soon as practicable after the Meeting and, in any event, no later than three years after the Meeting
Annual Report Disclosure	Details of any securities issued under the EIP will be published in the Company's Annual Report for the period in which they are issued, together with a statement that approval was obtained under Listing Rule 10.14
Additional Participants	Any person covered by Listing Rules 10.14.1 to 10.14.3 who becomes entitled to participate in the EIP after approval and is not named in this Notice will not participate until the required approval is obtained
Listing Rule 7.1	If Resolution 5 is passed, separate approval under Listing Rule 7.1 will not be required

Effect of Resolution 5

If Resolution 5 is passed, the Company may grant 1,057,935 Performance Rights to Paul Timmins or his nominee, with a maximum of 1,163,728 Performance Rights capable of vesting if the 110% stretch outcome is achieved, and issue or transfer Shares following their vesting and exercise on the terms described above.

If Resolution 5 is not passed, the Company will not grant the Performance Rights under the EIP. The Board may consider alternative remuneration arrangements.

Termination Benefits Approval: Sections 200B and 200E of the Corporations Act

Sections 200B and 200E of the Corporations Act regulate certain benefits given in connection with a person's retirement from a managerial or executive office.

Shareholder approval is sought so that, to the extent permitted by the Corporations Act, the Board may exercise its discretion under the EIP and grant terms concerning the treatment of the Performance Rights when Paul Timmins ceases to hold office or employment without the resulting benefit counting towards the applicable statutory termination-benefits cap.

The value of any such benefit cannot presently be determined because it will depend on matters including:

- the number of Performance Rights held by Paul Timmins when he ceases office or employment;
- the date and circumstances of cessation;
- whether and to what extent the performance and service conditions have been satisfied;
- the number of Performance Rights that remain on foot, vest or become exercisable;
- any discretion exercised by the Board under the EIP and grant terms; and
- the market price of Shares when the benefit is provided.

Approval under sections 200B and 200E does not guarantee that any Performance Rights will vest. The Board's discretion remains subject to the EIP, the grant terms, applicable law and the circumstances existing at the relevant time.

Directors' Recommendation

The Board, with Paul Timmins abstaining from making a recommendation, recommends that Shareholders vote in favour of Resolution 5.

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

Resolution 6: Approval for the issue of Performance Rights to Simon McKay (or his nominee)

Background

Simon McKay is an Executive Director of the Company. Under his remuneration arrangements, Simon McKay is entitled, subject to Shareholder approval, to receive 239,295 Performance Rights as his FY27 long-term incentive under the EIP.

Resolution 6 seeks Shareholder approval to grant 239,295 Performance Rights to Simon McKay (or his nominee), and to issue or transfer any Shares arising from the vesting and exercise of those Performance Rights, on the terms described below and under the EIP.

The grant is intended to align Simon McKay's interests with the interests of Shareholders by linking vesting to Company performance, continued service and the creation of sustainable Shareholder value.

The Performance Rights will be granted for nil cash consideration. No amount will be payable on vesting or exercise. Each vested Performance Right will entitle Simon McKay to receive one Share, subject to the Board's discretion under the EIP and the terms of the grant. Before vesting, the Performance Rights will not carry voting or dividend rights.

If Resolution 6 is not passed, the Company will not grant the Performance Rights to Simon McKay under the EIP. The Board may consider alternative remuneration arrangements consistent with his remuneration arrangements and the Company's remuneration framework.

Terms of Performance Rights

Subject to Shareholder approval, the Company proposes to grant 239,295 Performance Rights to Simon McKay or his nominee on the following terms:

Term	Details
Number	239,295 Performance Rights
Entitlement	Each vested and exercised Performance Right entitles the holder to one fully paid ordinary Share
Issue Price	Nil
Exercise Price	Nil
Baseline VWAP	The 30-day VWAP of the Company's Shares as at 30 June 2026
Value Attributed to the Grant	\$95,000, being 25% of Simon McKay's annual base salary and the amount used to determine the initial grant of 239,295 Performance Rights
Performance Condition	Absolute total shareholder return, measured by reference to the increase in the Company's Share price from the Baseline VWAP
Measurement Period	From 1 January 2029 until 45 trading days after the announcement of the Company's audited FY29 results
Measurement Method	The highest 30-day VWAP achieved during the Measurement Period
Threshold Vesting	50% vesting if the applicable Share-price increase is 42%
Target Vesting	100% vesting if the applicable Share-price increase is 60%
Stretch Vesting	110% vesting if the applicable Share-price increase is 72% or more
Maximum Vesting	Vesting is capped at 110% of the initial grant, being a maximum of 263,224 Performance Rights
Service Conditions	100% subject to continued service until 30 June 2029
Expiry Date	Four years from the Grant Date
Exercise	Vested Performance Rights may be exercised before the Expiry Date in accordance with the EIP and grant terms

Cessation of Employment

Unvested Performance Rights will generally lapse when Simon McKay ceases employment.

If Simon McKay ceases employment due to death, permanent disablement, redundancy or another circumstance in which he is treated as a good leaver under the EIP, a pro-rata portion of his unvested Performance Rights may remain on foot and continue under their original terms, with the balance lapsing.

Vested Performance Rights may generally be exercised within 60 days after cessation, or within 60 days after applicable restrictions under the Company's Securities Trading Policy cease to apply.

The treatment of the Performance Rights on cessation remains subject to the EIP, the grant terms and any discretion available to the Board.

Change of Control

If a Corporate Control Event is likely to occur, the Board may determine that some or all of the Performance Rights vest and become exercisable.

For the purposes of the grant, a Corporate Control Event includes a transaction or arrangement under which a person and that person's associates would acquire a relevant interest in, or voting power over, 60% or more of the Company's Shares.

If a Corporate Control Event occurs, the Board may determine, in its discretion, the extent to which any unvested Performance Rights vest and become exercisable. The grant invitation modifies the general EIP treatment for Simon McKay so that vesting is not automatic merely because a Corporate Control Event occurs.

Clawback and Restrictions on Dealing

The Performance Rights are subject to the lapse, forfeiture and clawback provisions of the EIP, including where there has been fraud, misconduct, breach of duty or a material misstatement affecting the relevant vesting outcome.

Simon McKay must not transfer, dispose of or hedge the Performance Rights except as permitted by the EIP, the grant terms and applicable law.

Legal Requirements – Listing Rule 10.14

Listing Rule 10.14 requires Shareholder approval before a Director, an Associate of a Director or another person

within Listing Rules 10.14.1 to 10.14.3 may acquire Equity Securities under an employee incentive scheme, unless an exception applies.

Simon McKay is a Director and therefore falls within Listing Rule 10.14.1. The EIP is an employee incentive scheme for the purposes of the Listing Rules.

If Resolution 6 is passed, separate approval under Listing Rule 7.1 or Listing Rule 10.11 will not be required for the grant of the Performance Rights or the issue or transfer of Shares following their vesting and exercise.

Information Required by Listing Rule 10.15

The following disclosures are made for the purposes of Listing Rule 10.15:

Required Information	Disclosure
Recipient	Simon McKay or his nominee
Listing Rule Category	Listing Rule 10.14.1, because Simon McKay is a Director
Maximum Number	239,295 Performance Rights, with a maximum of 263,224 Performance Rights capable of vesting if the 110% stretch outcome is achieved, and up to an equivalent number of Shares following vesting and exercise
Remuneration Package	• Base salary of \$380,000 per annum (excl. superannuation); • STI opportunity of 25% of base salary; and • LTI opportunity of up to 25% of base salary. The variable remuneration opportunities are discretionary and subject to the relevant plan terms, performance conditions and Board approval
Nature of Grant	FY27 long-term incentive grant under the EIP
Previous EIP Issues	138,888 Performance Rights were previously issued to Simon McKay under the EIP for nil acquisition price
Issue and Exercise Price	Nil
Material Terms	Set out under " <i>Terms of Performance Rights</i> " above and in the EIP. A summary of the material terms of the EIP is set out in Annexure A
Why Performance Rights Are Used	The Performance Rights link the value delivered to Simon McKay with Company performance and continued service without requiring an immediate cash payment by the Company
Value Attributed to the Grant	\$95,000, being 25% of Simon McKay's annual base salary and the amount used to determine the initial grant of 239,295 Performance Rights
Proposed Grant Date	As soon as practicable after the Meeting and, in any event, no later than three years after the Meeting
Annual Report Disclosure	Details of any securities issued under the EIP will be published in the Company's Annual Report for the period in which they are issued, together with a statement that approval was obtained under Listing Rule 10.14
Additional Participants	Any person covered by Listing Rules 10.14.1 to 10.14.3 who becomes entitled to participate in the EIP after approval and is not named in this Notice will not participate until the required approval is obtained
Listing Rule 7.1	If Resolution 6 is passed, separate approval under Listing Rule 7.1 will not be required

Effect of Resolution 6

If Resolution 6 is passed, the Company may grant 239,295 Performance Rights to Simon McKay or his nominee and issue or transfer Shares following their vesting and exercise on the terms described above.

If Resolution 6 is not passed, the Company will not grant the Performance Rights under the EIP. The Board may consider alternative remuneration arrangements.

Termination Benefits approval – section 200B and s200E Corporations Act

Sections 200B and 200E of the Corporations Act regulate certain benefits given in connection with a person's retirement from a managerial or executive office.

Shareholder approval is sought so that, to the extent permitted by the Corporations Act, the Board may exercise its discretion under the EIP and grant terms concerning the treatment of the Performance Rights when Simon McKay

ceases to hold office or employment without the resulting benefit counting towards the applicable statutory termination-benefits cap.

The value of any such benefit cannot presently be determined because it will depend on matters including:

- the number of Performance Rights held by Simon McKay when he ceases office or employment;
- the date and circumstances of cessation;
- whether and to what extent the performance and service conditions have been satisfied;
- the number of Performance Rights that remain on foot, vest or become exercisable;
- any discretion exercised by the Board under the EIP and grant terms; and
- the market price of Shares when the benefit is provided.

Approval under sections 200B and 200E does not guarantee that any Performance Rights will vest. The Board's discretion remains subject to the EIP, the grant terms, applicable law and the circumstances existing at the relevant time.

Directors' Recommendation

The Board, with Simon McKay abstaining from making a recommendation, recommends that Shareholders vote in favour of Resolution 6.

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

SPECIAL BUSINESS

Resolution 7: Approval of 10% Placement Facility

Background

The Company is seeking Shareholder approval, by way of a special resolution, for the additional placement capacity available under Listing Rule 7.1A.

If Resolution 7 is passed, the Company may issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period, in addition to its placement capacity under Listing Rule 7.1, subject to the Listing Rules and the applicable capacity calculations.

Listing Rules Information

Summary of Listing Rule 7.1A

Broadly, and subject to specified exceptions, Listing Rule 7.1 limits the number of Equity Securities that the Company may issue or agree to issue without Shareholder approval over a 12-month period to 15% of its fully paid ordinary Shares on issue, calculated in accordance with that rule ("**15% Capacity**").

Listing Rule 7.1A permits an eligible entity to seek Shareholder approval, by special resolution at its AGM, for additional placement capacity of up to 10% of its issued ordinary capital ("**10% Placement Facility**").

An eligible entity is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice, the Company is an eligible entity. If the Company is not an eligible entity at the date of the Meeting, Resolution 7 will be withdrawn.

If Resolution 7 is passed, the Company will have the additional capacity to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period.

If Resolution 7 is not passed, the Company will not have the additional 10% Placement Facility and will remain subject to its capacity under Listing Rule 7.1 and any other applicable exceptions or Shareholder approvals.

The current draft and FY25 precedent use materially the same eligibility, period and minimum-price framework.

Formula for Calculating the 10% Placement Facility – Listing Rule 7.1A.2

Listing Rule 7.1A.2 calculates the number of Equity Securities that may be issued under the 10% Placement Facility using the following formula:

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

A is the number of shares on issue at the commencement of the 'relevant period' (which, for the Company,

is the 12-month period immediately preceding the date of the issue or agreement):

- (i) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- (ii) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - A. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - B. the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
- (iii) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - A. the agreement was entered into before the commencement of the relevant period; or
 - B. the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
- (iv) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
- (v) plus the number of partly paid shares that became fully paid in the relevant period;
- (vi) less the number of fully paid shares cancelled in the relevant period.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

Note that A, D and E have the meanings given in Listing Rule 7.1A.2.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula stated above.

Type and Number of Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has the following class of quoted Equity Securities on issue:

ASX Security Code and Description	Total Number
ITS : ORDINARY FULLY PAID	19,343,218

Specific information required by Listing Rule 7.3A

Placement Period

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Meeting;
- (b) the time and date of the Company's next annual general meeting; and
- (c) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

The Company may only issue or agree to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period.

Minimum Issue Price and Cash Consideration – Listing Rule 7.1A.3

Equity Securities issued under the 10% Placement Facility must be issued for cash consideration at a price not less than 75% of the VWAP for Equity Securities in the same class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

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

Purposes of the Funds Raised

Funds raised under the 10% Placement Facility may be used to support the Company's existing operations, working-capital requirements, business development initiatives and potential acquisitions, or for other corporate purposes determined by the Board.

Risk of Economic and Voting Dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this Meeting; and
- (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The dilution table below shows the potential dilution of existing Shareholders on the basis of the market price of its quoted ordinary securities as at 19 October 2026 ("**Current Share Price**") and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The dilution table also shows:

- (a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Dilution Table

Variable 'A' in Listing Rule 7.1A.2	Voting Dilution Scenario	Assumed Issue Prices, based on:		
		50% Decrease in Current Share Price: \$0.125	Current Share Price: \$0.25	100% Increase in Current Share Price: \$0.50
Current Variable A: 193,432,189 Shares	10% dilution	19,343,218 Shares		
	Funds raised	\$2,417,902	\$4,835,804	\$9,671,609
50% increase in Variable A: 290,148,284 Shares	10% dilution	29,014,828 Shares		
	Funds raised	\$3,626,853	\$7,253,707	\$14,507,414
100% increase in Variable A: 386,864,378 Shares	10% dilution	38,686,437 Shares		
	Funds raised	\$4,835,804	\$9,671,609	\$19,343,218

This dilution table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (b) no convertible securities are exercised or converted into Shares before the issue of the Equity Securities;
- (c) the table shows dilution of 10% against the issued Share capital used in each scenario. The dilution experienced by an individual Shareholder may differ depending on the extent to which that Shareholder

participates in the issue;

- (d) the table shows only the effect of issues under Listing Rule 7.1A and does not include any Equity Securities issued under the Company's 15% placement capacity under Listing Rule 7.1;
- (e) the Equity Securities issued under the 10% Placement Facility are assumed to be ordinary Shares. If the issue includes quoted options, those options are assumed to be exercised into Shares for the purposes of calculating the voting dilution;
- (f) the Company issues the Equity Securities for cash at the assumed issue prices shown in the table; and
- (g) the Current Share Price is \$0.25, being the closing market price of the Shares on ASX on 19 October 2026.

Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice. They may include existing Shareholders or new investors, but will not include any person whose participation would require Shareholder approval under Listing Rule 10.11 unless that approval has first been obtained. The Company will comply with all applicable Listing Rules when determining the allottees.

Previous Issues under Listing Rule 7.1A.2

Information about Equity Securities issued under Listing Rule 7.1A.2 in the 12-month period preceding the date of the Meeting is set out as follows:

- (a) the Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12-month period preceding the date of this Meeting; and
- (b) the Company had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Special Resolution

Resolution 7 is a special resolution and will be passed only if at least 75% of the votes cast by Shareholders entitled to vote on the Resolution are cast in favour.

Directors' Recommendation

The Directors consider that the additional flexibility provided by the 10% Placement Facility is in the interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 7.

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

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"\$" means Australian Dollars;

"**10% Placement Facility**" has the meaning as defined in the Explanatory Statement;

"**10% Placement Period**" has the meaning as defined in the Explanatory Statement;

"**15% Capacity**" has the meaning as defined in the Explanatory Statement;

"**Annual Report**" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026;

"**ASIC**" means the Australian Securities and Investments Commission;

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

"**ASX**" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

"**Auditor's Report**" means the auditor's report on the Financial Report;

"**AEDT**" means Australian Eastern Daylight Savings Time;

"**Board**" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"**Chairman**" or "**Chair**" means the person appointed to chair the Meeting of the Company convened by the Notice;

"**Closely Related Party**" means:

- (a) a spouse or child of the Member; or
- (b) has the meaning given in section 9 of the Corporations Act;

"**Company**" means Infotrust Ltd ACN 089 224 402;

"**Consideration Shares**" has the meaning given to it in Resolution 3 of the Notice;

"**Constitution**" means the constitution of the Company as at the date of the Meeting;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Director**" means a Director of the Company;

"**Directors' Report**" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"**Equity Security**" has the same meaning as in the Listing Rules;

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

"**Financial Report**" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"**Key Management Personnel**" or "**KMP**" means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" has the meaning given in the introductory paragraph of the Notice;

"**Member**" means a person who is a member under section 231 of the Corporations Act;

"**Notice**" means the Notice of Meeting accompanying this Explanatory Statement;

"**Options**" means an unlisted option to acquire a Share;

"**Performance Rights**" has the meaning given to it in Resolutions 4, 5 and 6 of the Notice;

"**Proxy Form**" means the proxy form attached to the Notice;

"**Remuneration Report**" means the remuneration report which forms part of the Directors' Report of Infotrust Ltd for the financial year ended 30 June 2026 and which is set out in the 2026 Annual Report;

"**Resolution**" means a resolution referred to in the Notice;

"**Restricted Voter**" has the meaning given in the Voting Exclusion Statements of this Notice;

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

"**Shareholder**" means Shareholder of the Company; and

"**VWAP**" means volume weighted average price.

ANNEXURE A

MATERIAL TERMS OF EMPLOYEE INCENTIVE PLAN ("EIP")

This Annexure summarises the material terms of the EIP for the purposes of Listing Rule 10.15.9 and should be read together with the specific terms of the Performance Rights set out under Resolutions 4, 5 and 6. If there is any inconsistency between this summary and the EIP, the EIP prevails.

- The EIP sets out the framework for the offer of Shares, Options or Performance Rights by the Company, and is typical for a document of this nature.
- In making its decision to issue Shares, Options or Performance Rights, the Board may decide the number of securities and the vesting conditions which are to apply in respect of the securities. The Board has broad flexibility to issue Shares, Options or Performance Rights having regard to a range of potential vesting criteria and conditions.
- In certain circumstances, unvested Options or Performance Rights will immediately lapse and any unvested Shares held by the participant will be forfeited if the relevant person is a "bad leaver" as distinct from a "good leaver".
- If a participant acts fraudulently or dishonestly or is in breach of their obligations to the Company or its subsidiaries, the Board may determine that any unvested Performance Rights or Options held by the participant immediately lapse and that any unvested Shares held by the participant be forfeited.
- In certain circumstances, Shares, Performance Rights or Options can vest early, including following a change of control or other events of a similar nature.
- The total number of Shares that would be issued were each Option, Performance Right and Share under the EIP exercised or vested (as applicable), plus the number of Shares issued in the previous three years under the EIP, must not, at any time, exceed 5% of the total number of Company Shares on issue. Shares issued under the EIP will rank equally in all respects with other Shares and the Company must apply for the quotation of such Shares.
- The Board has discretion to impose restrictions (except to the extent prohibited by law or the ASX Listing Rules) on Shares issued or transferred to a participant on vesting of an Option or a Performance Right, and the Company may implement appropriate procedures to restrict a participant from so dealing in the Shares.
- In respect of vested Options or Performance Rights, if the Board becomes aware of an event which would have resulted in vesting criteria not being satisfied, such as a material misstatement in the Company's financial statements during the vesting period, any affected vested Options or Rights may be cancelled for no consideration.
- In the event of any reorganisation of the issued capital of the Company on, or prior to, the expiry of the Performance Rights or Options, the rights of the relevant security holder can be changed in the discretion of the Board, including to comply with the applicable ASX Listing Rules in force at the time of the reorganization.
- The Board is granted a certain level of discretion under the EIP, including the power to amend the rules under which the EIP is governed and to waive vesting conditions, forfeiture conditions or disposal restrictions.

27 October 2026

Upcoming General Meeting of Shareholders

Dear Shareholder,

Infotrust Ltd ACN 089 224 402 (ASX: ITS or “the **Company**”), advises General Meeting will be held virtually on Friday, 27 November 2026 at 4:00 (AEDT) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://www.infotrust.com.au>.

In accordance with sections 110C-110K of the *Corporations Act 2001* (Cth) (as inserted by the *Treasury Laws Amendment (2021 Measures No.1) Act 2021* (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/ by following the instructions: 1. Login to the Automic website using the holding details as shown on the Proxy Form. 2. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at Company.Secretary@infotrust.com.au.

Copies of all Meeting related material including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.



Infotrust Ltd | ABN 73 089 224 402

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **4:00pm (AEDT) on Wednesday, 25 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)

