

OMG Group Limited

Notice of 2026 Annual General Meeting

Explanatory Statement | Proxy Form

Friday, 27 November 2026

11.00am (AEDT)

Address

Level 16/452 Flinders St, Melbourne VIC 3000

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

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Important Information for Shareholders about the Company's 2026 AGM

This Notice is given based on circumstances as at 29 October 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <http://www.omg-group.com.au/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am (AEDT) on Friday, 27 November 2026 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

To be able to hold this Meeting at a physical venue, the Company is relying upon s249R(a) of the Corporations Act.

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

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

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

Your vote is important

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

Voting in person

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

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of OMG Group Limited ACN 616 507 334 will be held at 11.00am (AEDT) on Friday, 27 November 2026 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Wednesday, 25 November 2026.

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

Agenda

Ordinary business

Financial statements and reports

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

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

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

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

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

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

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

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

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

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

2. **Resolution 2 – Election of Steven Smith as Director**

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

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

3. **Resolution 3 – Ratification of prior issue of Placement Shares**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 191,428,572 fully paid ordinary shares issued on Friday, 18 September 2026 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) a person who participated in the issue; or
- (b) an Associate of that person or those persons described in (a).

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

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

4. **Resolution 4 – Approval of issue of Placement Shares to Mr Alexander Aleksic, Director of the Company**

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 7,142,857 fully paid ordinary shares at an issue price of \$0.007 to Mr Aleksic (or his nominee), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) Mr Alexander Aleksic and any 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 Company); or
- (b) an Associate of that person or those persons described in (a).

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

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

5. **Resolution 5 – Approval of issue of Placement Shares to Mr Steven Smith, Director of the Company**

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 14,285,714 fully paid ordinary shares at an issue price of \$0.007 to Mr Smith (or his nominee), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (c) Mr Steven Smith and any 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 Company); or
- (d) an Associate of that person or those persons described in (c).

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

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

6. **Resolution 6 – Issue of Remuneration-Sacrifice Shares to Mr Timothy Freeburn, Director of the Company**

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue of up to 7,000,000 Shares to Mr Freeburn, a Director (or his nominee)

under the Equity Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or
- (b) an associate of that person or those persons.

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

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if: (a) the proxy is either a member of the KMP or a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on Resolution 6. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP.

7. **Resolution 7 – Issue of Remuneration-Sacrifice Shares to Mr Steven Smith, Director of the Company**

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue of up to 7,500,000 Shares to Mr Smith, a Director (or his nominee) under the Equity Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or
- (b) an associate of that person or those persons.

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

- (iv) 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
- (v) 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
- (vi) 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if: (a) the proxy is either a member of the KMP or a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on Resolution 7. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the KMP.

8. **Resolution 8 – Approval of Performance Rights to Mr Steven Smith**

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 12,500,000 Performance Rights to Mr Steven Smith, a Non-Executive Director (or his nominee), under the Company’s Equity Incentive Plan and otherwise on the terms and conditions set out in the Explanatory Statement.”

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

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

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if: (a) the proxy is either a member of the KMP or a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on Resolution 8. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the KMP.

9. **Resolution 9 – Approval of Performance Rights to Mr Timothy Freeburn**

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 30,000,000 Performance Rights to Mr Timothy Freeburn, Executive Chairman (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (c) Mr Timothy Freeburn (or his nominee) 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 Company); or
- (d) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (iv) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (v) 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
- (vi) 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.

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

Resolution 9 if: (a) the proxy is either a member of the KMP or a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on Resolution 9. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the KMP.

ASX Listing Rule 7.1A (Additional 10% Capacity)

10. Resolution 10 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the 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 otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

11. Resolution 11 – Consolidation of capital

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

“That, for the purposes of section 254H of the Corporations Act, Listing Rule 7.20 and for all other purposes, the issued capital of the Company be consolidated, with effect from the date set out in the timetable in the Explanatory Statement, on the basis that:

- (a) every ten (10) Shares be consolidated into one (1) Consolidated Share; and
- (b) all convertible Securities on issue be consolidated in accordance with Listing Rules 7.21 and 7.22;

and where this consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security."

12. **Resolution 12** – Approval for Appointment of Auditor

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

"That, for the purposes of section 327B(1) of the Corporations Act 2001 (Cth), and for all other purposes, Stannards Audit Pty Ltd, having consented to act as auditor of the Company, be appointed as the Company's auditor in accordance with the Corporations Act 2001 (Cth), subject to, and effective on and from the later of (i) the date of the meeting at which this resolution is approved; and (ii) the date on which the Australian Securities and Investments Commission provides its consent under section 329 of the Corporations Act 2001(Cth) to the resignation of the Company's current auditors, RSM Australia Partners."

BY ORDER OF THE BOARD



Bill Pavlovski
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am (AEDT) on Friday, 27 November 2026 at Level 16/452 Flinders St, Melbourne VIC 3000 **(Meeting)**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions in the Notice of Meeting.

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

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

Agenda

Ordinary business

Financial statements and reports

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

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

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.omg-group.com.au.

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

Written questions of the auditor

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

Please note that all written questions must be received at least five business days before the Meeting, which is by Friday, 20 November 2026.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on

the Company's website at www.omg-group.com.au.

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

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

Voting

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

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

Directors' Recommendation

The Directors have not made a recommendation on this Resolution.

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

Resolution 2 – Election of Mr Steven Smith as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following AGM and is then eligible for re-election.

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

Mr Steven Smith was appointed as an additional Director of the Company on 7 April 2026 and has since served as a Director of the Company.

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

As one of the Company's largest shareholders, Mr Smith brings a high degree of investor alignment owning 9.6% of the group, alongside deep global networks across sport, media, retail and consumer markets. His profile and relationships are expected to support the Company's broader brand portfolio, including opportunities to enter new distribution channels, strategic partnerships and marketing initiatives in both domestic and international markets.

Mr Smith is an internationally recognised professional cricketer and one of Australia's most accomplished athletes, with a career spanning over a decade at the highest level of international sport. Renowned for his discipline, performance under pressure and leadership, Mr Smith has built a powerful global profile and personal brand with reach across Australia, the UK, India and other key international markets.

Beyond his sporting career, Mr Smith is the founder of Oat Milk Goodness, an OMG core asset. Mr Smith is a strong advocate for the Company's long-term growth strategy and his appointment to the Board reflects his commitment to supporting OMG's next phase of expansion, including scaling

existing brands, potential M&A opportunities and launching new product categories across multiple channels.

As part of the appointment, Mr Smith has elected to be remunerated in shares in-lieu of cash payments.

Directors' Recommendation

The Directors (excluding Mr Steven Smith) recommend that Shareholders vote for this Resolution.

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

Resolution 3 – Ratification of prior issue of Placement Shares

Background

On 18 September 2026 (**Issue Date**), the Company issued 191,428,572 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.007 pursuant to a placement to professional, sophisticated and institutional investors (**Placement**). Of the Placement Shares, 97,899,081 fully paid ordinary shares were issued under Listing Rule 7.1 and 93,529,490 fully paid ordinary shares were issued under Listing Rule 7.1A.

As part of the Placement, subject to obtaining Shareholder approval, the Company also proposed to issue 21,428,571 Shares at an issue price of \$0.007 to Directors of the Company (or their nominees), to raise approximately \$150,000 (before costs) (**Director Placement**).

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

At the Company's AGM held on 31 October 2025, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up most of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

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 Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Placement Shares will be excluded in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Placement Shares will be included in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the Issue Date.

Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares under Resolution 3.

Listing Rule	Required Disclosure
7.5.1	The Placement Shares were issued to professional, sophisticated and institutional investors, none of whom were related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.5.2	The Company issued a total of 191,428,572 Placement Shares, comprising 97,899,081 Shares issued under Listing Rule 7.1 and 93,529,491 Shares issued under Listing Rule 7.1A.
7.5.3	The Placement Shares were issued as fully paid ordinary shares in the Company.
7.5.4	The Placement Shares were issued on 18 September 2026.
7.5.5	The Placement Shares were issued at an issue price of \$0.007 per Share, which raised approximately \$1.34 million (before costs) in aggregate.
7.5.6	The proceeds from the Placement will primarily be used to support the Company's secured matcha supply arrangements, alongside inventory and launch requirements for Omura Matcha and Matcha Mode. The funds raised will also be allocated to a strategic build-up of inventory levels to ensure fulfilment for future purchase orders as they arise.
7.5.7	The Placement Shares were not issued pursuant to an agreement.
7.5.8	Please refer to the voting exclusion statement for Resolution 3 set out in the Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 4 – Approval of issue of Placement Shares to Mr Alexander Aleksic, Director of the Company

Background

As part of the Placement referred to in the Explanatory Statement for Resolution 3, subject to receiving Shareholder approval, Mr Alexander Aleksic, a Director of the Company, has agreed to subscribe for 7,142,857 Shares at an issue price of \$0.007 per Share, being on the same terms as the Placement, to raise approximately \$50,000 (before costs), ("**Aleksic Placement Securities**").

Chapter 2E of the Corporations Act

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

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

The proposed issue of the Aleksic Placement Securities constitutes the giving of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

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

The non-conflicted Directors of the Company (being Mr Timothy Freeburn, Mr Daniel Rootes and Mr Steven Smith) carefully considered the proposed issue of the Aleksic Placement Securities and formed the view that the giving of this financial benefit to Alexander Aleksic is on arm’s length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company under the Placement announced to market on 2 September 2026.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of the Aleksic Placement Securities falls within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Aleksic Placement Securities.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX’s opinion, the issue or agreement should be approved by its shareholders,

The issue of the Aleksic Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company’s Shareholders under Listing Rule 10.11.

Resolution 4 seeks the required shareholder approval for the issue of the Aleksic Placement Securities under and for the purposes of Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Aleksic Placement Securities and the issue of the Aleksic Placement Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1 (pursuant to Listing Rule 7.2, Exception 14).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Aleksic Placement Securities.

Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13 the following information is provided in relation to the approval of the issue of the Aleksic Placement Securities under Resolution 4.

Listing Rule	Required Disclosure
10.13.1	The Aleksic Placement Securities will be issued to Mr Alexander Aleksic or his nominee.
10.13.2	Mr Alexander Aleksic is a Director of the Company and accordingly, Listing Rule 10.11.1 applies. If the Aleksic Placement Securities are issued to a nominee of Mr Aleksic, then Listing Rule 10.11.4 will apply.
10.13.3	The Company will issue up to 7,142,857 Shares to Mr Alexander Aleksic.
10.13.4	The Aleksic Placement Securities will be fully paid ordinary Shares, ranking equally with existing Shares on issue.
10.13.5	The Aleksic Placement Securities are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 4, the Board intends to issue the Aleksic Placement Securities on Friday, 27 November 2026 (being before the Effective Date of the Consolidation), and in any event, within 1 month of the date of the Meeting.
10.13.6	The shares to be issued to Mr Alexander Aleksic will be issued at an issue price of \$0.007 per Share, raising approximately \$50,000 (before costs).
10.13.7	Proceeds from the Placement will primarily be used to support the Company's secured matcha supply arrangements, alongside inventory and launch requirements for Omura Matcha and Matcha Mode as announced to market on 2 September 2026.
10.13.8	The issue of the Aleksic Placement Securities is not intended to remunerate or incentivise Mr Alexander Aleksic.
10.13.9	The Aleksic Placement Securities will be issued pursuant to a placement commitment letter.
10.13.10	Please refer to the voting exclusion statements for Resolution 4 set out in the Notice.

Directors' Recommendation

The Board of Directors (other than Mr Alexander Aleksic) recommend Shareholders vote for this Resolution.

Resolution 5 – Approval of issue of Placement Shares to Mr Steven Smith, Director of the Company

Background

As part of the Placement referred to in the Explanatory Statement for Resolution 3, subject to receiving Shareholder approval, Mr Steven Smith, a Director of the Company, has agreed to subscribe for 14,285,714 Shares at an issue price of \$0.007 per Share, being on the same terms as the Placement, to raise approximately \$100,000 (before costs), ("**Smith Placement Securities**").

Chapter 2E of the Corporations Act

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

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

The proposed issue of the Smith Placement Securities constitutes the giving of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

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

The non-conflicted Directors of the Company (being Mr Timothy Freeburn, Mr Daniel Rootes and Mr Alexander Aleksic) carefully considered the proposed issue of the Smith Placement Securities and formed the view that the giving of this financial benefit to Steven Smith is on arm’s length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company under the Placement announced to market on 2 September 2026.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of the Smith Placement Securities falls within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Smith Placement Securities.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX’s opinion, the issue or agreement should be approved by its shareholders,

The issue of the Smith Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company’s Shareholders under Listing Rule 10.11.

Resolution 5 seeks the required shareholder approval for the issue of the Smith Placement Securities under and for the purposes of Listing Rule 10.11.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Smith Placement Securities and the issue of the Smith Placement Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1 (pursuant to Listing Rule 7.2, Exception 14).

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Smith Placement Securities.

Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13 the following information is provided in relation to the approval of the issue of the Smith Placement Securities under Resolution 5.

Listing Rule	Required Disclosure
10.13.1	The Smith Placement Securities will be issued to Mr Steven Smith or his nominee.
10.13.2	Mr Steven Smith is a Director of the Company and accordingly, Listing Rule 10.11.1 applies. If the Smith Placement Securities are issued to a nominee of Mr Smith, then Listing Rule 10.11.4 will apply.
10.13.3	The Company will issue up to 14,285,714 Shares to Mr Steven Smith.
10.13.4	The Smith Placement Securities will be fully paid ordinary Shares, ranking equally with existing Shares on issue.
10.13.5	The Smith Placement Securities are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 5, the Board intends to issue the Smith Placement Securities on Friday, 27 November 2026 (being before the Effective Date of the Consolidation), and in any event, within 1 month of the date of the Meeting.
10.13.6	The shares to be issued to Mr Steven Smith will be issued at an issue price of \$0.007 per Share, raising approximately \$100,000 (before costs).
10.13.7	Proceeds from the Placement will primarily be used to support the Company's secured matcha supply arrangements, alongside inventory and launch requirements for Omura Matcha and Matcha Mode as announced to market on 2 September 2026.
10.13.8	The issue of the Smith Placement Securities is not intended to remunerate or incentivise Mr Steven Smith.
10.13.9	The Smith Placement Securities will be issued pursuant to a placement commitment letter.
10.13.10	Please refer to the voting exclusion statements for Resolution 5 set out in the Notice.

Directors' Recommendation

The Board of Directors (other than Mr Steven Smith) recommend Shareholders vote for this Resolution.

Resolution 6 – Issue of Remuneration-Sacrifice Shares to Timothy Freeburn, Director of the Company

Background

The Director, Mr Freeburn has agreed to receive \$49,000 per annum of his total remuneration package of \$120,000 per annum, being the share-based component of his remuneration, through the issue of Shares in lieu of cash remuneration. The balance of his remuneration package will continue to be paid in cash.

The Company has accordingly agreed, subject to obtaining shareholder approval, to allot and issue

Shares (**Related Party Shares**) to Mr Freeburn pursuant to the Company's Equity Incentive Plan (**Plan**) and on the terms and conditions set out below. The purpose of the proposed issue of Related Party Shares is to provide Share-based remuneration in lieu of what otherwise would have been cash remuneration due and payable to the Director as salary and fees.

If Resolution 6 is passed, the Company will be able to issue the Related Party Shares to Mr Freeburn (or his nominee) in lieu of cash remuneration. As approval is being obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 (Listing Rule 7.2, exception 14), and the issue of the Related Party Shares will not reduce the Company's placement capacity under Listing Rule 7.1. If Resolution 6 is not passed, the Company will not issue the Related Party Shares and will instead pay the relevant remuneration to Mr Freeburn in cash.

Listing Rule 10.14

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

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in paragraph (a) or (b) is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3).

The issue of the Related Party Shares to Mr Freeburn falls within Listing Rule 10.14.1, as Mr Freeburn is a Director of the Company, and therefore requires the approval of Shareholders under Listing Rule 10.14. Resolution 6 seeks that approval.

Chapter 2E of the Corporations Act

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

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

The proposed issue of Related Party Shares (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

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

The Board (other than Mr Freeburn in respect of Resolution 6) carefully considered the issue of the Related Party Shares to the Director the subject of Resolution 6 and formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of those issues because they form part of the respective remuneration to a Director as an officer of the Company and the remuneration is reasonable given the Director's circumstances and the circumstances of the Company and are at arm's length terms.

Accordingly, approval will not be sought under Chapter 2E for the issue of the Related Party Shares as the issue of the Related Party Shares constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act and is also considered to be on arm's length terms

Technical information required by ASX Listing Rule 10.15 and other information

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

- (a) The allottee is Timothy Freeburn or his nominee (in respect of Resolution 6).
- (b) Mr Freeburn falls under Listing Rule 10.14.1 because he is a Director of the Company. If the Related Party Shares are issued to a nominee of Mr Freeburn, the nominee will be an associate of Mr Freeburn and will fall within Listing Rule 10.14.2.
- (c) The maximum number of Related Party Shares to be issued to Tim Freeburn (or his nominee) is 7,000,000 Shares in consideration for \$49,000 in Directors fees. The Shares are being issued at an issue price of \$0.007 per Share which is equal to the closing price of Shares as traded on ASX as at 31 March 2026. The number of Related Party Shares and the issue price are stated on a pre-Consolidation basis. If Resolution 11 is passed, any Related Party Shares issued after the Effective Date of the Consolidation will be adjusted on a 10:1 basis (being up to 700,000 Shares at an issue price of \$0.07 per Share).
- (d) A summary of the material terms of the Equity Incentive Plan is set out in Appendix B.
- (e) Mr Freeburn has previously been issued 7,000,000 securities at a price of \$0.007 per security and 12,500,000 Performance Rights for nil cash consideration under the Equity Incentive Plan.
- (f) The Related Party Shares will be issued in lieu of Directors agreed cash remuneration, at quarterly intervals and not later than 3 years after the date of the Meeting. No funds will be raised from the issue of the Related Party Shares. Related Party Shares issued to Mr Freeburn will have an issue price of \$0.007 per Share being the closing price of Shares as traded on ASX on 31 March 2026, the time of negotiation.
- (g) The Related Party Shares will be fully paid on issue and rank equally in all aspects with all existing Shares.
- (h) No loan arrangements apply in relation to the acquisition.
- (i) The proposed remuneration and emolument from the Company to Mr Freeburn for the remaining months of the current financial year ending 30 June 2027 is \$70,000. The proposed remuneration and emolument for the 2027 financial year is \$120,000.
- (j) Details of any securities issued under the Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and such annual report will state that approval for the issue of the securities was obtained under Listing Rule 10.14.
- (k) Any additional persons who are covered by Listing Rule 10.14 who become entitled to participate in the Plan and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.
- (l) A voting exclusion statement is included in the Notice in relation to Resolution 6.

Directors' Recommendation

The Board of Directors (except Mr Freeburn) recommend Shareholders vote for this Resolution.

Resolution 7 – Issue of Remuneration-Sacrifice Shares to Steven Smith, Director of the Company

Background

The Director, Mr Smith has agreed to receive his total remuneration package through the issue of Shares in lieu of cash remuneration.

The Company has accordingly agreed, subject to obtaining shareholder approval, to allot and issue Shares (**Related Party Shares**) to Mr Smith pursuant to the Company's Equity Incentive Plan (**Plan**) and on the terms and conditions set out below. The purpose of the proposed issue of Related Party Shares is to provide Share-based remuneration in lieu of what otherwise would have been cash remuneration due and payable to the Director as salary and fees.

If Resolution 7 is passed, the Company will be able to issue the Related Party Shares to Mr Smith (or his nominee) in lieu of cash remuneration. As approval is being obtained under Listing Rule

10.14, approval is not required under Listing Rule 7.1 (Listing Rule 7.2, exception 14), and the issue of the Related Party Shares will not reduce the Company's placement capacity under Listing Rule 7.1. If Resolution 7 is not passed, the Company will not issue the Related Party Shares and will instead pay the relevant remuneration to Mr Smith in cash.

Listing Rule 10.14

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

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in paragraph (a) or (b) is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3).

The issue of the Related Party Shares to Mr Smith falls within Listing Rule 10.14.1, as Mr Smith is a Director of the Company, and therefore requires the approval of Shareholders under Listing Rule 10.14. Resolution 7 seeks that approval.

Chapter 2E of the Corporations Act

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

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

The proposed issue of Related Party Shares (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

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

The Board (other than Mr Smith in respect of Resolution 7) carefully considered the issue of the Related Party Shares to the Director the subject of Resolution 7 and formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of those issues because they form part of the respective remuneration to a Director as an officer of the Company and the remuneration is reasonable given the Director's circumstances and the circumstances of the Company and are at arm's length terms.

Accordingly, approval will not be sought under Chapter 2E for the issue of the Related Party Shares as the issue of the Related Party Shares constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act and is also considered to be on arm's length terms

Technical information required by ASX Listing Rule 10.15 and other information

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

- (a) The allottee is Steven Smith or his nominee (in respect of Resolution 7).
- (b) Mr Smith falls under Listing Rule 10.14.1 because he is a Director of the Company. If the Related Party Shares are issued to a nominee of Mr Smith, the nominee will be an associate of Mr Smith and will fall within Listing Rule 10.14.2.
- (c) The maximum number of Related Party Shares to be issued to Steven Smith (or his nominee) is 7,500,000 Shares in consideration for \$52,500 in Directors fees. The Shares

are being issued at an issue price of \$0.007 per Share which is equal to the closing price of Shares as traded on ASX as at 31 March 2026. The number of Related Party Shares and the issue price are stated on a pre-Consolidation basis. If Resolution 11 is passed, any Related Party Shares issued after the Effective Date of the Consolidation will be adjusted on a 10:1 basis (being up to 750,000 Shares at an issue price of \$0.07 per Share).

- (d) A summary of the material terms of the Equity Incentive Plan is set out in Appendix B.
- (e) No securities have previously been issued to Mr Smith under the Equity Incentive Plan.
- (f) The Related Party Shares will be issued in lieu of Directors' agreed cash remuneration, at quarterly intervals and not later than 3 years after the date of the Meeting. No funds will be raised from the issue of the Related Party Shares. Related Party Shares issued to Mr Smith will have an issue price of \$0.007 per Share being the closing price of Shares as traded on ASX on 31 March 2026, the time of negotiation.
- (g) The Related Party Shares will be fully paid on issue and rank equally in all aspects with all existing Shares.
- (h) No loan arrangements apply in relation to the acquisition.
- (i) The proposed remuneration and emolument from the Company to Mr Smith for the remaining months of the current financial year ending 30 June 2027 is \$30,625. The proposed remuneration and emolument for the 2027 financial year is \$52,500.
- (j) Details of any securities issued under the Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and such annual report will state that approval for the issue of the securities was obtained under Listing Rule 10.14.
- (k) Any additional persons who are covered by Listing Rule 10.14 who become entitled to participate in the Plan and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.
- (l) A voting exclusion statement is included in the Notice in relation to Resolution 7.

Directors' Recommendation

The Board of Directors (except Mr Smith) recommend Shareholders vote for this Resolution.

Resolution 8 – Approval to issue Director Performance Rights to Steven Smith.

Background

The Resolution seeks Shareholder approval for the issue of 12,500,000 Performance Rights to Mr Steven Smith (or his nominee) under the Equity Incentive Plan. The Performance Rights will be issued on the same terms as the Performance Rights approved by Shareholders at the Company's 2025 AGM, as set out in Appendix A.

A summary of the material terms of the Performance Rights are set out in the table below:

RECIPIENT	CLASS A	CLASS B	CLASS C	CLASS D	TOTAL RIGHTS	EXPIRY DATE
Steven Smith	3,125,000	3,125,000	3,125,000	3,125,000	12,500,000	7 November 2028

Further details in respect of the proposed Performance Rights to be issued are set out in the table below.

The Performance Rights will vest upon satisfaction of the following vesting conditions:

- (a) **Class A:** will vest upon the Company achieving a 10 Day VWAP which is equal to or greater than \$0.015 per Share;
- (b) **Class B:** will vest upon the Company achieving a 10 Day VWAP which is equal to or greater than \$0.04 per Share;
- (c) **Class C:** will vest upon the Company achieving \$6 million audited annual revenue; and
- (d) **Class D:** will vest upon the Company achieving \$15 million audited annual revenue.

(each a **Vesting Condition**).

The number of Performance Rights and the VWAP hurdles set out in this Explanatory Statement are stated on a pre-Consolidation basis. The Performance Rights will be issued on Friday, 27 November 2026, before the Effective Date of the Consolidation. If Resolution 11 is passed, the Performance Rights will then be consolidated together with all other securities of the Company and the number of Performance Rights will be consolidated on a 10:1 basis (being 1,250,000 Performance Rights, comprising 312,500 of each Class) and the Class A and Class B VWAP hurdles will be adjusted in inverse proportion (to \$0.15 and \$0.40 respectively). The revenue-based Vesting Conditions are not affected.

The issue of Equity Securities including Performance Rights to executives and directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by executives and directors to improve the performance and value of the Company to the commercial benefit of all Shareholders.

The Director Performance Rights are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from a Performance Right if the specified performance milestone is achieved.

Under the Company's current circumstances, the Directors consider that the incentive-based remuneration noted above, represented by the issue of the Director Performance Rights, is a cost effective and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified executives and board members in a competitive market.

The Company has chosen to issue Performance Rights (rather than Shares or Options) to the Director because Performance Rights: (a) deliver value only if the relevant Vesting Condition is satisfied, aligning the Director's interests with those of Shareholders; (b) are issued for nil cash consideration and have no exercise price; (c) allow the Company to preserve cash; and (d) do not dilute existing Shareholders unless and until they vest and are converted into Shares.

As at 2 April 2026, each Class of Performance Rights have been valued using a combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model with estimated values as follows:

Class A \$0.0075, **Class B** \$0.004, **Class C** \$0.006, **Class D** \$0.0045

This is the same valuation methodology as was applied to the Performance Rights approved by Shareholders at the 2025 AGM, updated for current market inputs as at 2 April 2026.

The total estimated value of the Director Performance Rights proposed to be issued to Mr Smith

is set out in the below table.

Director / Resolution	Class A No. of Performance Rights & Estimated Value	Class B No. of Performance Rights & Estimated Value	Class C No. of Performance Rights & Estimated Value	Class D No. of Performance Rights & Estimated Value	Total Director Performance Rights & Estimated Value
Steven Smith	3,125,000 \$23,438	3,125,000 \$12,500	3,125,000 \$18,750	3,125,000 \$14,062	12,500,000 \$68,750

The annual remuneration payable to Mr Steven Smith (Non-Executive Director) is \$52,500.

Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue of Director Performance Rights constitutes giving a financial benefit and the Directors are a related party by virtue of being a Director of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Performance Rights because the Director Performance Rights form part of the Directors remuneration as an officer of the Company and the remuneration is reasonable given the Directors circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Director Performance Rights to Directors and/or their nominee as the issue of these securities constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

ASX Listing Rule 10.14

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

- (a) a director of the Company;
- (b) an associate of a director of the Company; or

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

Mr Steven Smith is a Director of the Company and the proposed issue of Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14.1 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolution 8 seeks the required Shareholder approvals to issue the Performance Rights to Mr Steven Smith under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11. In addition, approval is not required under Listing Rule 7.1 (Listing Rule 7.2, exception 14), so the issue of the Performance Rights will not use up any of the Company's placement capacity under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights and will likely need to find an alternate form of remuneration for the director.

Information required by ASX Listing Rule 10.15

In compliance with the information requirements of ASX Listing Rule 10.15, Shareholders are advised of the following particulars in relation to the proposed issue of 12,500,000 Director Performance Rights:

Information required by ASX Listing Rule 10.15	Details
Director Listing Rule 10.14.1	Mr Steven Smith Non-Executive Director Mr Smith is a Director and therefore falls within Listing Rule 10.14.1. If the Performance Rights are issued to a nominee of Mr Smith, the nominee will be an associate of Mr Smith and will fall within Listing Rule 10.14.2.
Resolution	Resolution 8
Director Performance Rights	12,500,000 Class A 3,125,000 Class B 3,125,000 Class C 3,125,000

Information required by ASX Listing Rule 10.15	Details
	Class D 3,125,000
Entitlements	<p>Each Performance Right, once vested, is an entitlement to receive one Share, subject to satisfaction of the applicable Vesting Condition.</p> <p>The Performance Rights are not transferable.</p> <p>A Performance Right does not entitle the holder to any dividends or voting rights.</p>
Date of issue	The Company intends to issue the Performance Rights on Friday, 27 November 2026 (being before the Effective Date of the Consolidation), and in any event no later than three (3) years after the date of the Meeting (Listing Rule 10.15.7).
Issue Price per security	Director Performance Rights will be issued for nil consideration.
Terms of issue	<p>The classes of the Performance Rights and vesting conditions are set out below:</p> <ul style="list-style-type: none"> • 3,125,000 (25%) of the Director Performance Rights will vest upon the volume weighted average price of shares in the Company traded on the ASX over 10 trading days (10-day VWAP) being equal to or exceeding \$0.015 (Class A). • 3,125,000 (25%) of the Director Performance Rights will vest upon the volume weighted average price of shares in the Company traded on the ASX over 10 trading days (10-day VWAP) being equal to or exceeding \$0.04 (Class B). • 3,125,000 (25%) of the Director Performance Rights will vest upon the Company reaching \$6 million in audited annual revenue (Class C). • 3,125,000 (25%) of the Director Performance Rights will vest upon the Company reaching \$15 million in audited annual revenue (Class D). <p>A summary of the general terms of the Directors Performance Rights is detailed below. Please see Appendix A for full terms and conditions.</p> <ul style="list-style-type: none"> • The Performance Rights are issued for nil cash consideration. • The Performance Rights will expire and lapse at 5:00pm (AEDT) on 7 November 2028.

Information required by ASX Listing Rule 10.15	Details
	<ul style="list-style-type: none"> • All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares. • The Company will not apply for quotation of the Performance Rights on any securities exchange. • If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules. • Holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
Persons to whom securities will be issued	<p>Mr Steven Smith (or his nominee) in the proportions set out in this Explanatory Statement.</p>
Number of securities previously issued under the Incentive Plan	<p>Nil. No securities have previously been issued to Mr Smith under the Equity Incentive Plan.</p>
Summary of the material terms of any loan that will be made available in relation to the allotment of the securities	<p>No loans are being provided to any participant in relation to the grant of the Performance Rights</p>
Purpose of the issue intended use of funds	<p>The Performance Rights are being issued as a form of remuneration for the Director that is linked to an increase in the Company's Share price and value of the Company.</p> <p>No funds will be raised from the issue of Performance Rights.</p>
Summary of the material terms	<p>A summary of the key terms and conditions of the Performance Rights and Incentive Plan is set out in Appendix A (Performance Rights) and Appendix B (Equity Incentive Plan).</p>

Information required by ASX Listing Rule 10.15	Details
of the Incentive Plan	<p>Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained, if required, under ASX Listing Rule 10.14.</p>
Current total remuneration package (Listing Rule 10.15.4)	\$52,500
Voting exclusion statement (Listing Rule 10.15.13)	A voting exclusion statement for Resolution 8 is included in the Notice.

Additional information

The Board of Directors (except Mr Smith) recommend Shareholders vote for this Resolution.

Resolution 9 – Approval to issue Director Performance Rights to Timothy Freeburn.

Background

The Resolution seeks Shareholder approval for the issue of 30,000,000 Performance Rights to Mr Timothy Freeburn (or his nominee). The Performance Rights will be issued on the terms set out in Appendix A and will not be issued under the Company's Equity Incentive Plan.

The Board recognises Mr Freeburn's influence to secure Global Matcha sales and USA Business Development success and wishes to incentivise him in line with shareholder interests. Mr Freeburn has been influential in the launch of OMG Matcha leading to a significant sales pipeline.

A summary of the material terms of the Performance Rights are set out in the table below:

RECIPIENT	CLASS A	CLASS B	CLASS C	CLASS D	CLASS E	CLASS F	TOTAL RIGHTS
Timothy Freeburn	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	30,000,000

Each class of Performance Rights has an expiry date of 3 years from the date of issue.

Further details in respect of the proposed Performance Rights to be issued are set out in the table below.

The Performance Rights will vest upon satisfaction of the following vesting conditions:

- (a) **Class A:** will vest upon the Company achieving \$6 million audited annual revenue of Matcha sales;
- (b) **Class B:** will vest upon the Company achieving \$12 million audited annual revenue of Matcha sales;
- (c) **Class C:** will vest upon the Company achieving \$18 million audited annual revenue of Matcha sales;
- (d) **Class D:** will vest upon the Company achieving \$7 million audited annual revenue in sales in the USA.
- (e) **Class E:** will vest upon the Company achieving \$14 million audited annual revenue in sales in the USA.
- (f) **Class F:** will vest upon the Company achieving \$21 million audited annual revenue in sales in the USA.

(each a **Vesting Condition**).

The number of Performance Rights set out in this Explanatory Statement is stated on a pre-Consolidation basis. The Performance Rights will be issued on Friday, 27 November 2026, before the Effective Date of the Consolidation. If Resolution 11 is passed, the Performance Rights will then be consolidated together with all other securities of the Company and the number of Performance Rights will be consolidated on a 10:1 basis (being 3,000,000 Performance Rights, comprising 500,000 of each Class). The revenue-based Vesting Conditions are not affected.

The issue of Equity Securities including Performance Rights to executives and directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by executives and directors to improve the performance and value of the Company to the commercial benefit of all Shareholders.

The Director Performance Rights are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from a Performance Right if the specified performance milestone is achieved.

Under the Company's current circumstances, the Directors consider that the incentive-based remuneration noted above, represented by the issue of the Director Performance Rights, is a cost effective and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified executives and board members in a competitive market.

The Company has chosen to issue Performance Rights (rather than Shares or Options) to the Director because Performance Rights: (a) deliver value only if the relevant Vesting Condition is satisfied, aligning the Director's interests with those of Shareholders; (b) are issued for nil cash

consideration and have no exercise price; (c) allow the Company to preserve cash; and (d) do not dilute existing Shareholders unless and until they vest and are converted into Shares.

The Company has valued each Director Performance Right at \$0.007, being the closing price of Shares on ASX on 7 October 2026. As the Vesting Conditions are non-market based conditions, no discount has been applied to reflect the probability of the Vesting Conditions being satisfied. The total estimated value of the Director Performance Rights proposed to be issued to Mr Freeburn is set out in the below table.

Director	Class A	Class B	Class C	Class D	Class E	Class F	Total
Timothy Freeburn	5 million \$35,000	5 million \$35,000	5 million \$35,000	5 million \$35,000	5 million \$35,000	5 million \$35,000	30,000,000 \$210,000

The annual remuneration payable to Timothy Freeburn (Executive Chairman) is \$120,000 per annum (plus GST).

Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue of Director Performance Rights constitutes giving a financial benefit and the Directors are a related party by virtue of being a Director of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Performance Rights because the Director Performance Rights form part of the Directors remuneration as an officer of the Company and the remuneration is reasonable given the Directors circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Director Performance Rights to Directors and/or their nominee as the issue of these securities constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Director has a personal interest in the outcome of Resolution 9 and has exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Performance Rights

to Shareholders to resolve.

ASX Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company, or a substantial (10%+) holder who has nominated a director to the Board under a relevant agreement (Listing Rules 10.11.2 and 10.11.3);
- (c) an associate of a person referred to in paragraphs (a) or (b) (Listing Rule 10.11.4); or
- (d) a person whose relationship with the Company or a person referred to in paragraphs (a) to (c) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Mr Timothy Freeburn is a Director of the Company and is therefore a related party of the Company. The proposed issue of Performance Rights to Mr Timothy Freeburn falls within Listing Rule 10.11.1 (or Listing Rule 10.11.4 if the Performance Rights are issued to a nominee who is an associate of Mr Freeburn) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolution 9 seeks the required Shareholder approvals to issue the Performance Rights to Mr Timothy Freeburn under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1 (Listing Rule 7.2, exception 14). Accordingly, the issue of the Performance Rights will not use up any of the Company's placement capacity under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights and will likely need to find an alternate form of remuneration for the director.

Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars in relation to the proposed issue of 30,000,000 Director Performance Rights:

Information required by ASX Listing Rule 10.13	Details
Director	Mr Timothy Freeburn
Listing Rules 10.13.1 and 10.13.2	Executive Chairman Mr Freeburn is a Director and therefore falls within Listing Rule 10.11.1. If the Performance Rights are issued to a nominee of Mr Freeburn, the

Information required by ASX Listing Rule 10.13	Details
	nominee will be an associate of Mr Freeburn and will fall within Listing Rule 10.11.4.
Resolution	Resolution 9
Director Performance Rights	30,000,000 Class A 5,000,000, Class B 5,000,000, Class C 5,000,000, Class D 5,000,000, Class E 5,000,000, Class F 5,000,000
Entitlements	Each Performance Right, once vested, is an entitlement to receive one Share, subject to satisfaction of the applicable Vesting Condition. The Performance Rights are not transferable. A Performance Right does not entitle the holder to any dividends or voting rights.
Date of issue	The Company intends to issue the Performance Rights on Friday, 27 November 2026 (being before the Effective Date of the Consolidation), and in any event no later than one (1) month after the date of the Meeting (Listing Rule 10.13.5).
Issue Price per security	Director Performance Rights will be issued for nil consideration.
Terms of issue	The classes of the Performance Rights and vesting conditions are set out below: <ul style="list-style-type: none"> • 5 million (16.67%) of the Director Performance Rights will vest upon the Company achieving \$6 million audited annual revenue of Matcha sales (Class A). • 5 million (16.67%) of the Director Performance Rights will vest upon the Company achieving \$12 million audited annual revenue of Matcha sales (Class B). • 5 million (16.67%) of the Director Performance Rights will vest upon the Company achieving \$18 million audited annual revenue of Matcha sales (Class C). • 5 million (16.67%) of the Director Performance Rights will vest upon the Company achieving \$7 million audited annual revenue in sales in the USA (Class D).

Information required by ASX Listing Rule 10.13	Details
	<ul style="list-style-type: none"> • 5 million (16.67%) of the Director Performance Rights will vest upon the Company achieving \$14 million audited annual revenue in sales in the USA (Class E). • 5 million (16.67%) of the Director Performance Rights will vest upon the Company achieving \$21 million audited annual revenue in sales in the USA (Class F). <p>A summary of the general terms of the Directors Performance Rights is detailed below. Please see Appendix A for full terms and conditions.</p> <ul style="list-style-type: none"> • The Performance Rights are issued for nil cash consideration. • The Performance Rights will expire and lapse at 5:00pm (AEDT) on the date which is 3 years after the date of issue of the Performance Rights. • All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares. • The Company will not apply for quotation of the Performance Rights on any securities exchange. • If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules. • Holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
Persons to whom securities will be issued	<p>Mr Timothy Freeburn (or his nominee) in the proportions set out in this Explanatory Statement.</p>
Purpose of the issue intended use of funds	<p>The Performance Rights are being issued as a form of remuneration for the Director that is linked to an increase in the value of the Company.</p> <p>No funds will be raised from the issue of Performance Rights.</p>
Summary of material terms of agreement (Listing Rule 10.13.9)	<p>The Performance Rights will be issued under a letter of offer from the Company to Mr Freeburn on the terms set out in Appendix A. The Performance Rights will not be issued under the Company's Equity Incentive Plan.</p>

Information required by ASX Listing Rule 10.13	Details
Current total remuneration package (Listing Rule 10.13.8)	\$120,000
Voting exclusion statement (Listing Rule 10.13.10)	A voting exclusion statement for Resolution 9 is included in the Notice.

Additional information

The Board of Directors (except Mr Freeburn) recommend Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 10 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$8 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

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

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

in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

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

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

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

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

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

- (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 equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

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

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

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

- to accelerate sales with key retailers and drive brand awareness, in the Australian and selected international markets, for the Company's leading range of Matcha & OMG healthy snack food & beverage products; and
- to assist with the strategic build-up of Matcha and OMG inventory holdings to fulfil future purchase orders.

Risk of economic and voting dilution to existing ordinary Securityholders

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

There is a risk that:

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

the market price for the Company's equity securities on the issue date;
which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) 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;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(1) the agreement was entered into before the commencement of the Relevant Period; or

(2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month period immediately preceding the date of the issue or agreement, or if the entity has been admitted to the official list of ASX for less than 12 months, the period from the date of admission to the date immediately preceding the date of the issue or agreement.

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 to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

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

Shares (Variable A in ASX Listing Rule 7.1A.2)	Potential Dilution and Funds Raised		
	\$0.0035	\$0.007	\$0.014

		50% decrease in issue price	issue price ^(b)	100% increase in issue price
1,173,651,469 Shares	10% voting dilution^(c)	117,365,147	117,365,147	117,365,147
	Funds raised	\$410,778	\$821,556	\$1,643,112
1,760,477,203 Shares 50% Increase in Variable A	10% voting dilution^(c)	176,047,720	176,047,720	176,047,720
	Funds raised	\$616,167	\$1,232,334	\$2,464,668
2,347,302,938 Shares 100% Increase in Variable A	10% voting dilution^(c)	234,730,293	234,730,293	234,730,293
	Funds raised	\$821,556	\$1,643,112	\$3,286,224

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 13 October 2026.
- (b) Based on the closing price of the Company's Shares on ASX as at 13 October 2026.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

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

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

As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

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

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

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

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12

months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
93,529,490 fully paid ordinary shares <i>Issued on 18 September 2026</i>	Issue of shares to sophisticated and professional investors under a placement announced by the Company on 2 September 2026. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1 and 7.1A. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of \$0.007 per share. Closing market price on the date of issue was \$0.008, representing a discount of 12.5%.	Cash consideration of \$654,706 (before costs) Proceeds from the Placement will primarily be used to support the Company's secured matcha supply arrangements, alongside inventory and launch requirements for Omura Matcha and Matcha Mode.	Sophisticated and professional investors
Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")		93,529,490		
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)		10%		

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

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

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

Resolution 11 – Consolidation of capital

Background

Under section 254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

The Company proposes to consolidate its share capital through the consolidation of every ten (10) Shares into one (1) Consolidated Share (Share Consolidation).

The Share Consolidation ratio was determined so that the share price of the Company following implementation of the Share Consolidation would be approximately \$0.07 (7 cents) per Share, based on the closing price of the Shares of \$0.007 on 6 October 2026. If the Share Consolidation is approved, it is expected that it will take effect in accordance with the timetable set out below (subject to any changes announced to ASX).

As the Share Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject only to the rounding of fractions). As such, the Share Consolidation will have no material effect on the percentage interest of each individual Shareholder.

Similarly, other than minor changes as a result of rounding, the aggregate value of each Shareholder's Shares (and the Company's market capitalisation) should not change as a result of the Share Consolidation alone (that is, assuming no other market movements or impacts occur).

Shareholders should note that the Share Consolidation, if approved, would also have an effect on the Company's share price. The price per Share may increase proportionately to reflect the reduced number of Shares on issue (although this is not certain and may be impacted by market movements or other events). As noted above, the Company has chosen the ratio of 10:1 to achieve a price per Share of approximately \$0.07 (7 cents).

If the Resolution is passed, the Share Consolidation will be implemented and binding upon all Shareholders, regardless of how (or if) they vote on the resolution.

At the date of this Notice, the Company has a total of 1,173,651,469 Shares on issue. The Share Consolidation is expected to result in a more appropriate and effective capital structure for the Company and a more appealing share price to a wider range of investors and to bring the Company's capital structure more in line with its peers on the ASX.

Following implementation of the Share Consolidation, and based only on current Shares on issue, the Company expects there will be at least 117,365,147 Consolidated Shares on issue (rounded up to the nearest whole number for each holder and assuming no further share issues occur between the date of this Notice and the effective date for the Share Consolidation).

If Resolutions 4 and 5 are passed, the 21,428,571 Director Placement Shares will be issued on 27 November 2026, before the Effective Date, and will be consolidated together with all other Shares. On that basis, the Company expects there will be approximately 119,508,004 Consolidated Shares on issue following the Share Consolidation (subject to rounding).

Where the consolidation of a Shareholder's Shares results in an entitlement to a fraction of a Share, the fraction will be rounded up to the next whole number of Shares.

At the date of this Notice, the Company has a total number of 297,369,047 Options on issue, along with 55,500,000 Performance Rights as set out below:

- 297,369,047 Listed Options expiring 25 September 2027 EX \$0.015
- 55,500,000 Performance Rights expiring 7 November 2028

Listing Rule 7.22 provides that, in a consolidation of capital, the number of options on issue must be consolidated in the same ratio as the entity's ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

Accordingly, if this Resolution is passed, the Options and Performance Rights will also be consolidated on a 10:1 basis, and the applicable exercise price will be revised upwards in inverse proportion to that ratio. The share price-based Vesting Conditions of Performance Rights will also be adjusted in inverse proportion to that ratio (for example, a VWAP hurdle of \$0.015 will become \$0.15 and a hurdle of \$0.04 will become \$0.40).

The following table sets out the number of Options and Performance Rights that will be on issue and their applicable exercise price if the Share Consolidation is implemented:

Pre-consolidation		Post-consolidation	
No. of options	297,369,047	No. of options	29,736,905
Exercise Price	\$0.015	Exercise Price	\$0.15
No. of Rights	55,500,000	No. of Rights	5,550,000
New Rights (Res 8 & 9)	42,500,000	New Rights (Res 8 & 9)	4,250,000
Total Rights	98,000,000	Total Rights	9,800,000

Timetable

If approved by Shareholders, the proposed Share Consolidation is intended to take effect in accordance with the following indicative timetable (subject to change):

Key Event	Indicative Date
Entity announces consolidation appendix 3A.3 and notices dispatched to security holders	29 October 2026
General Meeting and notification to ASX that Share Consolidation is approved	27 November 2026
Issue of Director Placement Shares (Resolutions 4 and 5) and Director Performance Rights (Resolutions 8 and 9) on a pre-Consolidation basis	27 November 2026
Effective date of consolidation (Effective Date)	30 November 2026
Last day for trading in pre-consolidation securities	1 December 2026
Trading in consolidated securities on a deferred settlement basis commences	2 December 2026
Last day to register transfers on a pre-consolidation basis (Record Date)	3 December 2026
First day for registration of securities on a post-consolidation basis and despatch of new holding statements.	4 December 2026

Last day for updating of register and despatch of new holding statements.	10 December 2026
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The above timetable is indicative only and subject to change.

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

Resolution 12 – Approval for Appointment of Auditor

RSM Australia Partners (**RSM**) has notified the Company that it is seeking to resign as auditor of the Company. The resignation of RSM is subject to ASIC's consent under section 329(5) of the Corporations Act. Following a tender process conducted with the assistance of an independent adviser, the Board has resolved to propose Stannards Audit Pty Ltd (**Stannards**) for appointment as the Company's auditor.

In accordance with section 328A(1) of the Corporations Act, Stannards has given the Company its written consent to act as auditor of the Company, with effect on and from the later of (i) the date of the Meeting, and (ii) the date on which ASIC consents to the resignation of RSM.

Accordingly, pursuant to Resolution 12, Shareholder approval is being sought for the purposes of section 327B(1) of the Corporations Act to appoint Stannards as the new auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has received a written notice of nomination from MFA Capital Pty Ltd ATF T&J Adams Superfund, a Shareholder (signed by its director, Mr Tony Adams), nominating Stannards for appointment as auditor of the Company. A copy of the nomination is set out in Appendix C, as required by section 328B(3) of the Corporations Act.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

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

Enquiries

Shareholders are asked to contact the Company Secretary at bill@visioncorp.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

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

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with ASX on 28 August 2026.

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

ASIC means Australian Securities and Investments Commission.

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

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

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

Auditor's Report means the auditor's report of RSM Australia Partners dated 28 August 2026 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means OMG Group Limited ACN 616 507 334

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

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

Equity Incentive Plan or **Plan** means the Company's equity incentive plan, a summary of the material terms of which is set out in Appendix B.

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

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

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

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

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

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

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

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

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

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

Vesting Condition has the meaning given to that term in the Explanatory Statement.

VWAP means the volume weighted average market price of Shares traded on ASX, excluding special crossings, overnight sales and exchange traded option exercises.

Appendix A Terms of Director Performance Rights

The proposed terms and conditions of the Director Performance Rights (hereinafter referred to as “**Performance Rights**”) are set out below. The Performance Rights to be issued to Mr Smith (Resolution 8) will be issued under the Company's Equity Incentive Plan, on the same terms as the Performance Rights approved by Shareholders at the 2025 AGM, and are also subject to the Plan Rules and Mr Smith's letter of offer. The Performance Rights to be issued to Mr Freeburn (Resolution 9) will not be issued under the Equity Incentive Plan.

1. (Entitlement): Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one Share.
2. (Issue Price): The Performance Rights are issued for nil cash consideration.
3. (Vesting Condition): Subject to the terms and conditions set out below, the Performance Rights will vest on satisfaction of the following vesting conditions (each a Vesting Condition) and will expire on the expiry date set out below:

Director	Number of Performance Rights & Class	Vesting Conditions	Expiry Date
Steven Smith	Class A 3,125,000	Will vest upon the volume weighted average price of shares in the Company as traded on the ASX over 10 trading days (10-day VWAP) being equal to or exceeding \$0.015.	7 November 2028
Steven Smith	Class B 3,125,000	Will vest upon the volume weighted average price of shares in the Company as traded on the ASX over 10 trading days (10-day VWAP) being equal to or exceeding \$0.04.	7 November 2028
Steven Smith	Class C 3,125,000	Will vest upon the Company reaching \$6 million in audited annual revenue.	7 November 2028
Steven Smith	Class D 3,125,000	Will vest upon the Company reaching \$15 million in audited annual revenue.	7 November 2028
Timothy Freeburn	Class A 5,000,000	Will vest upon the Company achieving \$6 million audited annual revenue of Matcha sales.	3 years from issue date
Timothy Freeburn	Class B 5,000,000	Will vest upon the Company achieving \$12 million audited annual revenue of Matcha sales	3 years from issue date
Timothy Freeburn	Class C 5,000,000	Will vest upon the Company achieving \$18 million audited annual revenue of Matcha sales	3 years from issue date
Timothy Freeburn	Class D 5,000,000	Will vest upon the Company achieving \$7 million audited annual revenue in sales in the USA	3 years from issue date

Timothy Freeburn	Class E 5,000,000	Will vest upon the Company achieving \$14 million audited annual revenue in sales in the USA	3 years from issue date
Timothy Freeburn	Class F 5,000,000	Will vest upon the Company achieving \$21 million audited annual revenue in sales in the USA	3 years from issue date

For the purposes of the Vesting Conditions above, the following definitions apply:

(a) Audited annual revenue means the total revenue from ordinary activities of the Company and its controlled entities for any financial year ending on or before the Expiry Date, as disclosed in the Company's audited annual financial statements lodged with ASX.

(b) Matcha sales means revenue (forming part of audited annual revenue) derived from the sale of the Company's matcha products, including under the Omura Matcha and Matcha Mode brands, as confirmed in writing by the Company's auditor.

(c) Sales in the USA means revenue (forming part of audited annual revenue) derived from sales to customers located in the United States of America, as confirmed in writing by the Company's auditor.

(d) 10-day VWAP means the VWAP of Shares over 10 consecutive Trading Days on which Shares have traded on ASX.

3A. **(Continuing service):** A Performance Right will only vest if, at the time the relevant Vesting Condition is satisfied, the holder (or, where the Performance Rights are held by a nominee, the relevant Director) remains a director or employee of the Company, failing which the Performance Right will lapse, unless the Board determines otherwise.

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (Vesting Notice) within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.

5. **(Expiry Date):** The Performance Rights will expire and lapse at 5:00pm (AEDT) on the expiry date for that Performance Right set out in the table in paragraph 3 (Expiry Date). A Performance Right that has not vested on or before the Expiry Date will automatically lapse.

5A. **(Lapse):** Without limiting paragraph 5, unless the Board determines otherwise, an unvested Performance Right will lapse on the earliest of: (a) the relevant Vesting Condition becoming incapable of satisfaction; (b) the holder (or relevant Director) ceasing to hold office or employment with the Company, except where the cessation is due to death, permanent disability or other circumstances determined by the Board to be "good leaver" circumstances, in which case the Board may determine that some or all of the Performance Rights vest, lapse or remain on foot; (c) the Board determining that the Performance Rights lapse because the holder (or relevant Director) has acted fraudulently or dishonestly, engaged in gross misconduct, brought the Company into disrepute or breached his duties to the Company, or because of a material misstatement in the Company's financial statements; (d) the holder purporting to deal with the Performance Rights in breach of paragraph 10; (e) the holder becoming bankrupt or

insolvent; and (f) the holder surrendering the Performance Rights by written notice to the Company.

6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary of the Company. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** Within 30 business days after the valid exercise of a vested Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, as soon as reasonably practicable, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
13. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.

15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
17. **(Change in control):** Upon:
- (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (ii) having been declared unconditional by the bidder; or
 - (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (c) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,
- then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, 75% of the Performance Rights on issue to each holder will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis, with the balance of the Performance Rights to remain on issue in accordance with these terms.
18. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
19. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
20. **(Takeovers prohibition):** The issue of Shares on exercise of the Performance Rights is subject to and conditional upon:
- (a) the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

- (b) the Company not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
21. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
22. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

Appendix B – Summary of Equity Incentive Plan

The material terms of the Company's Equity Incentive Plan (**Plan**) are summarised below. A copy of the Plan Rules is available free of charge from the Company Secretary on request.

1. **Eligibility:** The Board may offer Securities under the Plan to Employees, being directors, officers and employees of the Company or any of its related bodies corporate (Group), and contractors to the Group.
2. **Securities and Offers:** The Board may, in its absolute discretion, make offers of Shares, Options or other Securities in the Company to Employees by written offer letter setting out (among other things) the number of Securities, any consideration payable, the acceptance period and, for Options, the exercise price, expiry date and any Vesting Conditions. An Employee may nominate an entity to hold the Securities on their behalf.
3. **Limit on issues:** The Company may not make an offer if, on issue, the number of Securities on issue under the Plan would exceed 10% of the Company's total issued capital, unless Shareholder approval is first obtained.
4. **Approvals:** The grant of Securities under the Plan is subject to any necessary Shareholder or other approvals required by law or the Listing Rules (including Listing Rule 10.14 for Directors).
5. **Quotation and ranking:** The Company will apply for quotation of Shares issued under the Plan. Options are not quoted unless the Board determines otherwise. Shares issued under the Plan rank equally with all existing Shares.
6. **Restrictions on dealing:** A Participant must not sell, assign, transfer or encumber a Security issued under the Plan without the Board's prior consent, other than a Share for which no amount is owing under a loan.
7. **Vesting Conditions:** Securities may be subject to Vesting Conditions, which may include continued employment to a vesting date, achievement of key performance indicators, and any other conditions set out in the offer or imposed by the Board.
8. **Change of control:** On a takeover, scheme of arrangement or other event under which a person acquires control of the Company, the Vesting Conditions of Options are taken to be satisfied, and the Board may resolve to waive or treat them as satisfied at an earlier time.
9. **Exercise of Options:** Options are exercised by notice to the Company together with payment of the exercise price (or an application for a loan), in multiples of 1,000 Options unless the Board permits otherwise.
10. **Lapse and leavers:** Options lapse on their expiry date or if their Vesting Conditions are not satisfied by the vesting date. A "good leaver" may exercise vested Options within 30 days (or such other period as the Board permits) of ceasing employment. All Options held by a "bad leaver" (e.g. dismissal for cause or resignation to join a competing business) are forfeited, unless the Board determines otherwise. Special provisions apply on death.

11. **Loans:** The Company may provide a loan to a Participant to acquire Shares on terms determined by the Board, including security over the Shares and a holding lock. No loans will be provided in connection with Resolutions 6, 7 and 8.
12. **Reorganisations and new issues:** On a bonus issue, pro rata issue or reorganisation of capital, the rights of Participants are adjusted in accordance with the Listing Rules.
13. **Administration and amendment:** The Plan is administered by the Board, which may amend the Plan Rules at any time, provided that no amendment may reduce the accrued rights of a Participant other than for specified purposes (including compliance with law, correcting a manifest error, or tax reasons).
14. **Governing law:** The Plan is governed by the laws of Victoria.

Appendix C – Nomination of Auditor

23 October 2026

The Directors
OMG Group Limited
Level 2/Unit 40
1341 Dandenong Road
Chadstone VIC 3148

Dear Directors

Nomination of Auditor

In accordance with section 328B(1) of the Corporations Act 2001 (Cth), I, Tony Adams as a Director of MFA Capital Pty Ltd, being a shareholder of OMG Group Limited (ACN 616 507 334) (**Company**), hereby nominate Stannards Audit Pty Ltd for appointment as auditor of the Company at the Annual General Meeting of the Company to be held on Friday, 27 November 2026, or at any adjournment of that meeting.

Yours faithfully



Tony Adams

MFA Capital Pty Ltd ATF T&J Adams Superfund



OMG Group Limited | ABN 82 616 507 334

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11:00am (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)

29 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

The board of OMG Group Limited ACN 616 507 334 (ASX: OMG or “the **Company**”), advises the 2026 Annual General Meeting will be held in person at Level 16/452 Flinders St, Melbourne VIC 3000 on Friday, 27 November 2026 at 11.00am (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 www.OMG-Group.com.au or the Company’s ASX market announcements platform at www.asx.com.au (ASX: OMG).

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 unless Shareholders have already notified the Company that they wish to receive documents such as the Notice 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: <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on your holding statement.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 lodgement process 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 bill@visioncorp.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.

Yours faithfully,

Bill Pavlovski
Company Secretary