2026 Annual General Meeting

Monday 30 November 2026

10:30am (AEDT)

Unit 1 2 Daydream Street, Warriewood NSW 2102

Letter from the Chairman

29 October 2026

Dear Shareholder

I am pleased to invite you to attend the 2026 Annual General Meeting (AGM) of Ambertech Limited to be held on Monday 30 November 2026 at 10:30am AEDT.

Annual Report

The company's annual report has been dispatched to shareholders and posted online along with the notice of meeting. The annual report contains a detailed account of the performance of the company for the 2026 financial year and I would encourage you to read the various statements in it carefully.

Notice of Meeting

The Notice of Annual General Meeting explains in detail the items of business you will be asked to consider at the AGM. You should carefully read the Notice and Explanatory Notes before deciding how to vote on the resolutions. If you are unable to participate in the AGM, you may vote directly or appoint a proxy to act on your behalf prior to the AGM.

You may register your voting instructions or appoint a proxy electronically at www.votingonline.com.au/amoagm2026 or complete and return a voting form by facsimile or by post so that it is received by the Company no later than 10:30am (Sydney time) on Saturday 28 November 2026.

We look forward to welcoming you at the 2026 AGM.

Yours sincerely



Thomas Amos
Chairman

For further information please contact:

Company Secretary and COO
Robert Glasson
rglasson@ambertech.com.au
+61 2 9998 7600

Investor Relations
Melanie Singh
melanie@nwrcommunications.com.au
+61 4 39 748 819

Notice of Meeting

Notice is hereby given that the Annual General Meeting **(AGM)** of Ambertech Limited ("the Company") will be held at Unit 1, 2 Daydream Street, Warriewood on Monday 30 November 2026 at 10:30am.

Agenda

Items of business to be conducted are as follows:

1. Receipt of Financial Statements and Reports

To receive and consider the Financial Report and the Reports of the Directors and Auditors thereon for the year ended 30 June 2026. Note: No resolution is required for this item.

2. Re-election of Mr Santo Carlini as a Director of the Company

Resolution 1: To consider, and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr Santo Carlini, who retires by way of rotation in accordance with Article 6.1 of the Company's Constitution, and, being eligible, offers himself for re-election, is re-appointed a Director of the Company."

3. Re-election of Mrs Janine Rolfe as a Director of the Company

Resolution 2: To consider, and, if thought fit, to pass the following resolution as an **ordinary resolution**:
"That Mrs Janine Rolfe, who retires by way of rotation in accordance with Article 6.1 of the Company's Constitution, and, being eligible, offers herself for re-election, is re-appointed a Director of the Company."

4. Approval of 10% Placement Capacity

Resolution 3: To consider, and, if thought fit, to pass the following resolution as a **special resolution:**

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to an additional 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of this Notice of Meeting."

5. Remuneration Report

Resolution 4: To consider, and, if thought fit, to pass the following resolution as an **advisory resolution:**

"That in accordance with section 250R(2) of the Corporations Act the Remuneration Report for 2026, as contained within the Annual Report of the Company, be adopted."

Note: This resolution is **non-binding**. The Directors will consider the outcome of the vote and feedback from Shareholders at the meeting when considering the Company's remuneration policies.

By order of the Board



Company Secretary
29 October 2026

Voting Instructions

Admission to Meeting

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are requested to bring the proxy form to the meeting to help speed admission.

Shareholders who do not plan to attend the meeting are encouraged to complete and return the proxy for each of their holdings of Ambertech Limited shares.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who will be attending as your proxy, please complete the enclosed proxy form. This form must be received by the Company at least 48 hours before the scheduled commencement time for the meeting.

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the Company) to attend and vote for the member at the meeting. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A single proxy exercises all voting rights.

The Chairman intends to vote undirected proxies for Resolutions 1-4.

Proxies will only be valid and accepted by the Company and/or the share registry if they are signed and forwarded to the Company at the address or facsimile number quoted below so as to be received not later than 48 hours before the meeting.

The completed Proxy Form may be mailed/delivered to the Company's share registry, Boardroom Pty Limited at GPO Box 3993, Sydney NSW 2001, or Level 12, 225 George Street Sydney 2001.

Proxies can also be lodged electronically at www.votingonline.com.au/amoagm2026 using the Voting Access Code (VAC) on the front of your proxy form. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

The Company has determined in accordance with regulations pursuant to section 1074E of the Corporations Act 2001 that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7:00pm (AEDT) on Saturday 28 November 2026.

Explanatory Memorandum

The Directors of the Company recommend shareholders read this explanatory memorandum in full before making any decision in relation to the resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice.

Resolution 1 – Re-election of Mr Santo Carlini as a Director of the Company

Article 6.1 of the Company's Constitution provides that at every Annual General Meeting of the Company any director (other than the Managing Director) who, if he does not retire, will at the conclusion of the meeting have been in office for 3 or more years and for 3 or more annual general meetings since last elected to office, shall retire from office. A retiring Director is eligible for re-election.

Accordingly, pursuant to Article 6.1 of the Company's Constitution, Mr Santo Carlini, being a Director of the Company, retires by way of rotation and being eligible, offers himself for re-election as a Director of the Company.

Biographical details for Mr Carlini can be found on the Company's website at www.ambertech.com.au/company/board-of-directors

Recommendation

The Board (with Mr Carlini abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

Resolution 2 – Re-election of Mrs Janine Rolfe as a Director of the Company

Article 6.1 of the Company's Constitution provides that at every Annual General Meeting of the Company any director (other than the Managing Director) who, if she does not retire, will at the conclusion of the meeting have been in office for 3 or more years and for 3 or more annual general meetings since last elected to office, shall retire from office. A retiring Director is eligible for re-election.

Accordingly, pursuant to Article 6.1 of the Company's Constitution, Mrs Janine Rolfe, being a Director of the Company, retires by way of rotation and being eligible, offers herself for re-election as a Director of the Company.

Biographical details for Ms Rolfe can be found on the Company's website at www.ambertech.com.au/company/board-of-directors

Recommendation

The Board (with Mrs Rolfe abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

Resolution 3 – Approval of 10% Placement Capacity

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, subject to a number of exceptions. Under Listing Rule 7.1A an eligible entity can seek approval from its members, by a special resolution passed at its annual general meeting, to issue an additional 10% of its issued capital (10% Placement 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 of $300 million or less. As of the date of this Notice of Meeting, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than $300 million. This Resolution seeks Shareholder approval by special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A.

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 further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity provided for in Listing Rule 7.1A and will remain subject to the 15% limit in Listing Rule 7.1.

Information required by 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 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 Company'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 in an existing quoted class of the Company's equity securities and issued for cash consideration only. The issue price per equity security must not be less than 75% of the volume weighted average price of 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; or
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:

For every issue of equity securities under Listing Rule 7.1A.2, the proposed use of funds will be disclosed 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 if Shareholders approve this Resolution.

However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

a) to develop and expand the Company's business
b) to fund business transformation and strategic initiatives
c) to acquire assets and investments

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 to the market price for the Company's equity securities on the issue date;

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

The number of equity securities the Company may issue is determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

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

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period,

(i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,
(ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:

a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,

(iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
a. the agreement was entered into before the commencement of the relevant period; or
b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,

(iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,

(v) plus the number of partly paid ordinary securities that became fully paid in the relevant period,

(vi) less the number of fully paid ordinary securities cancelled in the relevant period;

D is 10%

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

The table below shows the potential dilution of existing Shareholders on the basis of three different scenarios for assumed issue price and changes in the value of the Variable "A" in the formula in Listing Rule 7.1A.2.

		Potential Dilution		
Number of shares on Issue (Variable "A" in ASX Listing Rule 7.1A2)		$0.045 (50% decrease in issue price)	$0.09 (issue price)	$0.135 (50% increase in issue price)
Example 1	Shares Issued (10%)	9,540,478	9,540,478	9,540,478
95,404,783	Funds raised	$429,322	$858,643	$1,287,965
(Current Variable "A")				
Example 2	Shares Issued (10%)	10,971,550	10,971,550	10,971,550
109,715,500	Funds raised	$493,720	$987,440	$1,481,159
(15% increase in variable "A")				
Example 3	Shares Issued (10%)	19,080,957	19,080,957	19,080,957
190,809,566	Funds raised	$858,643	$1,717,286	$2,575,929
(100% increase in variable "A")*				

* Shares on issue (Variable A) could increase as a result of the issue of Shares that do not require Shareholder approval (such as a pro-rata rights issue) or that are issued with Shareholder approval under Listing Rule 7.1.

Notes:

a) The table assumes that the Company issues the maximum number of equity securities available under the 10% Placement Capacity.
b) 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 the 10% Placement Capacity based on that Shareholder's holding at the date of the annual general meeting.
c) The table shows the effect of issues 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 approval 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;
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.

The Company may raise funds during the Listing Rule 7.1A approval period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders, or the possible number of issues or time frame in which the issues could be made have been formed. Accordingly, a voting exclusion statement is not required.

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 approval period, details regarding the allottees and the purposes of the 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, or any other person to whom the Company is able to make an offer of equity securities.

Securities Issued in the prior 12 months.
The Company obtained Shareholder approval under Listing Rule 7.1A at the 2025 Annual General Meeting and confirms that no securities have been issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding the date of this notice.

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

Recommendation
The Board unanimously recommends that Shareholders vote in favour of this resolution.

Resolution 4 – Non-binding vote on the 2026 Remuneration Report
Pursuant to Section 250R (2) of the Corporations Act, a resolution to adopt the Remuneration Report contained within the Annual Report must be put to the vote. Shareholders are advised that pursuant to Section 250R (3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

The 2026 Remuneration Report is set out within the Directors' Report. The Report:

a) explains the Board's policy for determining the nature and amount of remuneration of executive and non-executive Directors and specified key management personnel **(KMP)**;
b) sets out remuneration details for each Director and specified KMP;
c) details and explains any performance conditions applicable to the remuneration of executive Directors and specified KMP; and
d) provides an explanation of the option-based compensation payments for each Director and specified KMP.
e) A reasonable opportunity will be provided for discussion of the 2026 Remuneration Report at the meeting.

Voting Exclusion Statement
The Company will disregard any votes cast on Resolution 4 (in any capacity) by, or on behalf of, the following persons:

a) a member of the Key Management Personnel (KMP) (which includes each of the Directors of the Company) whose remuneration is disclosed in the 2026 Remuneration Report; or
b) a Closely Related Party (as that term is defined in the Corporations Act) (such as close family members and any controlled companies) of such a member of the KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

a) the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
b) the vote is cast by the person chairing the Annual General Meeting and the appointment:
    i. does not specify how the proxy is to vote; and
    ii. expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP,

Recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the 2026 Remuneration Report. The Chairman of the meeting intends to vote all undirected proxies in favour of the adoption of the 2026 Remuneration Report.

All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before **10:30am (AEDT) on Saturday, 28 November 2026.**

TO APPOINT A PROXY ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/amoagm2026

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

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

Scan QR Code using smartphone
QR Reader App

Sample

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

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

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

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

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

STEP 3 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEDT) on Saturday, 28 November 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

Online	https://www.votingonline.com.au/amoagm2026
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Ambertech Limited
ACN 079 080 158

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Unit 1, 2 Daydream Street, Warriewood NSW 2102 on Monday, 30 November 2026 at 10:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

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

Sample

		For	Against	Abstain*
Resolution 1	Re-election of Mr Sant[illegible]arlini as a Director[illegible]Compa[illegible]	☐	☐	☐
Resolution 2	Re-election of Mrs Ja[illegible]e Rolfe as [illegible]Dire[illegible]or of the [illegible]mpa[illegible]	☐	☐	☐
Resolution 3	Approval of 10% Placement Capacity (Special Resolution)	☐	☐	☐
Resolution 4	Adoption of the 2026 Remuneration Report	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

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

Contact Name……..... Contact Daytime Telephone……..... Date / / 2026