EMBELTON

Embelton Limited
Australian Business Number 51 004 401 496

MARKET ANNOUNCEMENT

Proposed Voluntary Delisting from ASX

Wednesday, 4 November 2026: Melbourne, Australia.

Embelton Limited (ASX: EMB) (**EMB** or the **Company**) announces that it will be seeking shareholder approval at an extraordinary general meeting (**EGM**) to be held in December 2026 for the Company's removal from the official list of the Australian Securities Exchange (**ASX**) (**Official List**) for the purposes of ASX Listing Rule 17.11A.2 (**Delist** or **Delisting**).

ASX Listing Rule 17.11A.2 prescribes that, subject to any conditions ASX considers appropriate, ASX will remove an entity from the Official List at the request of the entity if the holders of its ordinary securities have approved the removal by special resolution and the notice of meeting includes the information specified in Listing Rule 17.11C.

If shareholders approve the Delisting, the Company will formally request the Company's Delisting from ASX. Under ASX Guidance Note 33, ASX will ordinarily agree to remove an entity that meets the requirements set out in Listing Rules 17.11A to 17.11C. If the ASX agrees, the Company will be able to proceed with the Delisting, which will occur on a date no earlier than one month after shareholder approval. The Company will make a market announcement that confirms the last day of trading in the Company's quoted securities (**Suspension Date**) and the date of removal from the Official List (**Delisting Date**).

An Indicative Timetable is provided below and the proposed Delisting will be more fully detailed in the Notice of EGM and Explanatory Statement (**Explanatory Statement**) which will be despatched to shareholders shortly.

The Board considers that on balance, it is in the best interests of the Company for the proposed Delisting to be put to shareholders for consideration, for the reasons summarised below and which will also be set out in the Explanatory Statement.

The consequences of the proposed Delisting are summarised below and will be set out in the Explanatory Statement.

The Company's Delisting will mean the Company is no longer subject to regulation under the ASX Listing Rules. However, the Company will continue to be subject to obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Company's Constitution, including being classified as an "unlisted disclosing entity" (for as long as it has at least 100 shareholders). The implications of this and other effects of a Delisting is summarised below and will also be set out in the Explanatory Statement.

The proposed Delisting will be put forward for shareholder approval at an EGM in December 2026 as indicated in Annexure A below.

1. Reasons for seeking removal from the Official List

The board of directors of the Company (**Board**) consider the Delisting to be in the best interests of the Company and its shareholders for a number of reasons, including the following:

(a) Limited trading and liquidity

There are currently 2,157,857 EMB shares on issue. The volumes and value of EMB shares traded on the ASX for the calendar months June to September are set out in the table below:

Recent Monthly Trading Volumes of EMB Shares					
Month	**Actual days traded / Available trading days**	**Monthly volume**	**Monthly volume / Total issue shares**	**Average daily volume traded in month**	**Average daily value traded in month**
Sept 2026	1 / 22	1,926	0.09%	88	$726
August 2026	1 / 21	75	0.003%	4	$33
July 2026	2 / 23	1,847	0.09%	80	$660
June 2026	5 / 21	4,354	0.20%	207	$1,708

The percentage of the Company's issued capital held by the Top 20 shareholders in each year since August 2023 has been between 88.847% and 90.146%. The current Top 3 shareholders hold in aggregate approximately 74.42% of the Company's issued capital, representing a large concentration of the Company's shares in very few different shareholdings.

The Board believes that the current register of shareholders is not sufficient to maintain an orderly and liquid market for trading in EMB shares and does not believe that there will be a significant increase in shareholder spread or liquidity in the foreseeable future.

(b) Cost savings

The Board believes that the costs of the Company remaining listed no longer outweigh the benefits of Delisting. The expected annual operating costs associated with remaining listed are as follows:

Expense	**Amount**
Accounting and company secretarial staff	$113,000
ASX annual listing fee	$39,080
ASX and Registry fees, AGM, proxy and annual report printing fees	$8,000
Total	**$160,080**

(c) Management time and effort

A significant portion of the Company's management time is being dedicated to time-intensive matters relating solely to the Company's ASX listing. If the Company is Delisted, the Company's management's time will be able to be spent on other value-adding matters.

2. Consequences of Delisting for the Company and its shareholders

The consequences of the Delisting for the Company and its shareholders include the following:

(a) The shares of the Company will cease to be quoted and traded on the ASX and shareholders will have their CHESS holdings converted to the certificated sub-register on the Company's register. No action will be required by shareholders to effect this conversion.

(b) Except for the proposed share buy-back arrangements described in Clauses 3 and 4 below, Shareholders of the Company will only be able to sell their shares via off-market private transactions which will require the shareholder to identify and agree terms with potential purchasers of the Company's shares in accordance with the Constitution of the Company and the Corporations Act. The Company does not have any present intention to list any securities of the Company on any other securities exchange and the Company cannot provide any assurances or guarantees that a liquid market for the Company's shares will exist after Delisting.

(c) As an unlisted public company, the Company will no longer be able to raise capital from the issue of securities to the public by means of a limited disclosure fundraising document. Should the Company seek to raise capital following Delisting, it will be required to offer shares pursuant to a full prospectus or by way of a disclosure-exempt placement under section 708 of the Corporations Act, such as to sophisticated and institutional investors or for a “small scale offering”, for which prospectus disclosure is not required.

(d) The Company will no longer have to comply with the ASX Listing Rules nor adopt the ASX Corporate Governance Principles and Recommendations. However, the Company will still be governed by the Corporations Act, including:

(i) Section 675: The Company will become an “unlisted disclosing entity” under section 111AL of the Corporations Act. As such, following its removal from the Official List and for as long as it has at least 100 members, the Company will be subject to the continuous disclosure obligations set out in section 675 of the Corporations Act.

(ii) Chapter 6: For as long as the Company has more than 50 members, it will continue to be subject to the "takeover" provisions in Chapter 6 of the Corporations Act (Chapter 6) and, as such, increases in voting power in the Company will continue to be regulated by Chapter 6 for shareholders who hold between 20% and 90% of the voting power in the Company.

(e) the Company’s constitution will remain unchanged immediately following the Delisting, such that its shareholders will continue to have the right to:

(i) exercise their voting rights attached to shares;

(ii) receive notices of meetings and other notices issued by the Company; and

receive any dividends that may be paid by the Company from time to time.

3. Arrangements for shareholders to sell shares

The Company intends to undertake a minimum holding share buy-back under section 257A of the Corporations Act, for shareholdings of less than a marketable parcel as defined by ASX. This will be the subject of a separate announcement to ASX. It will proceed regardless of whether the Delisting occurs.

Other than the Off-market equal access share buy-back detailed in section 4 below, the Company does not intend to undertake any other share buy-back for its shareholders either in the lead up to, or in the foreseeable future after its removal from the Official List. If shareholders wish to sell their shares, they may do so on the ASX prior to the removal of the Company from the Official List, or after removal of the Company from the Official List through the off-market equal access share buy-back described below or through an off-market private transaction, as described above.

4. Off-market equal access share buy-back

The Company also intends to undertake an off-market equal access share buy-back following its removal from the Official List, subject to the approval of shareholders. This buy-back will provide all shareholders with the same opportunity to sell their shares back to the Company .

Shareholder approval for the buy-back will be sought at the same general meeting as the Delisting resolution.

The Company's two largest shareholders, George Embelton and Elizabeth Montgomery & Bridget Tomkins, who collectively hold 65.35% of the Company's issued capital will abstain from participating in this buy-back. This will allow the Company to offer a full 100% exit opportunity to the remaining shareholders of the Company at a buy-back price of $11.00, being 33.33% a premium to the Company's most recent trading price of $8.25.

Key features of the buy-back (should it proceed) are as follows:

Number of Shares currently on issue	EMB has a total of 2,157,857 Shares on issue as at the date of this announcement.
Maximum number of Shares to be bought back under the buy-back	EMB will be offering to buy back up to all of the Shares on issue, but it should be noted that as a result of the two largest shareholders abstaining from the offer, the maximum amount to be bought back is 747,770 Shares (being 34.65% of the Shares on issue as at the date of this announcement). Based on these statements of intention and the number of Shares the Company is offering to buy-back, the Directors believe there is likely to be sufficient capacity to accommodate all Shareholders seeking to exit.

<table>
<tr><td>Buy-back Price</td><td>The Buy-back Price is expected to be $11.00 per Share. This represents a 33.33% premium to the closing price of the Shares on ASX on 30 October 2026 and a 33.33% premium to its 20-day volume weighted average price of the Shares traded on ASX as at that date.

In determining the Buy-back Price, the Directors have sought to balance the interests of those shareholders who wish to participate in the buy-back with those shareholders who wish to retain their Shares in EMB.

The Directors intend that the Buy-Back Price will include a franked dividend component of $10.46.</td></tr>
<tr><td>Current Share Price</td><td>To provide an indication of the recent market price of EMB's Shares, the closing price of Shares on the ASX on 30 October 2026 was $8.25. The highest and lowest market sale prices for the Shares on the ASX during the 6 months ended 30 September 2026 were as follows:
<table>
<tr><th>Month</th><th>Low</th><th>High</th></tr>
<tr><td>April 2026</td><td>$8.08</td><td>$8.09</td></tr>
<tr><td>May 2026</td><td>$8.09</td><td>$8.26</td></tr>
<tr><td>June 2026</td><td>$8.25</td><td>$8.65</td></tr>
<tr><td>July 2026</td><td>$8.00</td><td>$8.31</td></tr>
<tr><td>August 2026</td><td>$8.10</td><td>$8.50</td></tr>
<tr><td>September 2026</td><td>$8.14</td><td>$8.50</td></tr>
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<tr><td>Funding of the buy-back</td><td>The buy-back will be funded via existing cash reserves and existing debt facilities.</td></tr>
<tr><td>Financial effect of the buy-back on EMB</td><td>If the Buy-Back is approved, the Company will, under the Buy-Back, offer to buy-back all shares on issue but noting the abstention of the major shareholders, the maximum that will be acquired is 747,770 Shares, comprising 34.65% of the Company’s total issued capital.

Shares that are bought back will be cancelled.

The Buy-Back may reduce the number of Shares on issue from 2,157,857 to a minimum of 1,410,087 Shares, noting the statements of intention received from the Company's two largest Shareholders that will not be participating in the Buy-Back. However, the precise number of Shares which will be cancelled as part of the Buy-Back will depend on the number of Shares that the Company ultimately purchases.

As a result of the Buy-Back, the Company will have reduced cash reserves and an increase in the Company's debt. The quantum of reduction of the Company’s cash reserves and increase in debt cannot be determined at this time as it depends on the level of participation by Shareholders in the Buy-Back.</td></tr>
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<td>Directors' interests in Shares</td>
<td>As at the date of this announcement, the Directors have the following interests in Shares (directly and indirectly):
<table>
<tr><th>Director</th><th>Number of Shares</th><th>% of issued shares</th></tr>
<tr><td>George Embelton</td><td>1,006,087</td><td>46.62%</td></tr>
<tr><td>Ross Baldwin</td><td>6,535</td><td>0.30%</td></tr>
<tr><td>James Embelton</td><td>32,684</td><td>1.51%</td></tr>
</table>
Directors and their related entities will be eligible to participate in the buy-back on the same terms as other Shareholders, subject to:
• complying with the EMB's policies and procedures; and
• the total consideration payable to any Director and its related entities not equalling or exceeding 5% of EMB's equity interests as set out in its 2026 Annual Report.

However, as noted above, Mr George Embelton and Elizabeth Montgomery & Bridget Tomkins who are associated with the Directors, together representing 65.35% of the Company's issued capital as at the date of this announcement have provided EMB with statements of intention that they do not intend to participate in the buy-back (refer above).

No Director will receive any payment or benefit of any kind as a consequence of the buy-back other than in their capacity as a shareholder of EMB.</td>
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Further details of the buy-back will be set out in the notice of meeting and accompanying explanatory statement.

5. **Indicative Timetable**

If shareholders approve the Delisting at the EGM, the Company will request the Company's Delisting from ASX.

The Delisting will not take place any earlier than one month after shareholder approval has been obtained. Shares may continue to be traded on ASX up until close of trade on the date that is 2 trading days prior to the proposed Delisting date, after which trading will be suspended until the Delisting.

6. Remedies available to shareholders

(a) Part 2F.1 of the Corporations Act

In circumstances where a shareholder of the Company considers the Delisting to be contrary to the interests of shareholders as a whole, or oppressive to, unfairly prejudicial to or discriminatory against, a shareholder or shareholders, that shareholder may apply to the court for an order under Part 2F.1 of the Corporations Act.

The court can make any order under section 233 of the Corporations Act that it considers appropriate in relation to the Company. This may include an order that the Company be wound up or an order regulating the conduct of the Company's affairs in the future.

(b) Part 6.10 Division 2 Subdivision B of the Corporations Act

In circumstances where a shareholder of the Company considers that the Delisting involves "unacceptable circumstances", that shareholder may apply to the Takeovers Panel to make a declaration of unacceptable circumstances and orders under Part 6.10 Division 2 Subdivision B of the Corporations Act (see also Guidance Note 1: Unacceptable Circumstances issued by the Takeovers Panel).

Pursuant to section 657D of the Corporations Act, if the Takeovers Panel has declared circumstances to be unacceptable under section 657A of the Corporations Act, it may make any order (except for an order directing any person to comply with a requirement of Chapter 6, 6A, 6B or 6C of the Corporations Act) that it thinks appropriate to (among others) protect the rights or interests of any person or group of persons, where it is satisfied that those rights or interests have been or are being affected, or will be or are likely to be affected, by the circumstances.

This announcement has been authorised for release by the Board of Embelton Limited.

ANNEXURE A - TIMETABLE

Indicative Timing	Event
4 November 2026	Announcement to ASX of proposal to Delist
13 November 2026	Notice of EGM dispatched to Company shareholders together with Explanatory Statement (anticipated)
15 December 2026	EGM held to approve the Delisting (anticipated)
18 January 2027	Suspension from quotation (anticipated)
20 January 2027	Removal of the Company from the Official List (anticipated)
8 February 2027	Buy-Back opens and documents dispatched to eligible shareholders
22 February 2027	Buy-Back closes
2 March 2027	Settlement of Buy-Back

The above timetable is indicative only and may be subject to change by the Company or ASX without notice.

If the ASX agrees to the Company's request for Delisting (after receipt of shareholder approval at the EGM), the Company will make a market announcement that confirms the Suspension Date and the Delisting Date.