OVERWATCH TECHNOLOGIES LIMITED
Level 12
197 St Georges Terrace
Perth WA 6000
AUSTRALIA

6 November 2026

Dear Shareholder,

ANNUAL GENERAL MEETING

We are pleased to advise that Overwatch Technologies Limited ("Overwatch" or the "Company") will hold its Annual General Meeting ("AGM") at 10:00am (WST) on Monday, 14 November 2026, at Level 5, 191 St Georges Terrace, Perth Western Australia.

In accordance with the *Corporations Act 2001* (Cth) ("Corporations Act"), the Company will not be dispatching physical copies of the Notice of Meeting ("Notice"), unless the shareholder requests a copy to be mailed. The Notice, inclusive of the explanatory statements and any annexures, is available electronically via the "**Announcements**" section of the Company's website, https://overwatchtechnologies.ai/listed/investors#announcements.

Shareholders are encouraged to vote online at https://singleholding.automic.com.au/login or by returning the attached proxy form by 10:00 am (WST) on Saturday, 12 November 2026. If you have not yet registered with Automic, you will need your shareholder information including SRN or HIN details.

The Notice is important and should be read in its entirety. Please consult your financial adviser, lawyer, accountant, or other professional adviser if you have questions about the Notice and how you should direct your votes.

If you have previously nominated an email address and have elected to receive electronic communications, we will also email you a link to the Notice. If you are unable to access the Notice, or otherwise having difficulty with any of the above, please refer to Automic's contact details below.

We encourage Shareholders to lodge a proxy form prior to the AGM, which is attached to this letter. Questions can also be submitted in advance of the AGM to enquiries@overwatchtechnologies.ai, as this will provide management with the best opportunity to prepare for the meeting. Please note however, that votes, and questions may also be submitted during the meeting.

We encourage you to receive all communications electronically, it is fast and cost effective by following one of the options below and assists the Company to reduce its paper usage and carbon footprint through printing and mailing.

Option 1. Scan the barcode to the right with your tablet or mobile device; OR
Option 2. Go to https://investor.automic.com.au/#/home.

Follow the prompts to update your information, add your e-mail address and update your 'Communications' preferences once you have login to your holding.

Your rights as a Shareholder

Under section 110K of the Corporations Act, you are entitled to elect to receive Company documents (including notices of meeting, proxy forms and the Annual Report) in physical or electronic form, and to elect not to receive the Annual Report. You may make or change this election, or election or request that a particular document be sent to you in physical or electronic form, at any time by contacting Automic at investor.automic.com.au, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas), or by email at hello@automicgroup.com.au.

Regards,

Mindy Ku
Company Secretary

OVERWATCH TECHNOLOGIES LIMITED
ACN 689 821 814
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)

DATE: Monday, 14 December 2026

PLACE: Level 5, 191 St Georges Terrace, Perth WA 6000

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

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm (WST) on Saturday, 12 December 2026.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and 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.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes 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.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR HARRY KARELIS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 15.4 of the Constitution and for all other purposes, Mr Harry Karelis, a Director who was appointed as an additional Director on 22 August 2025, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR MICHAEL OUTRAM

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Michael Outram, a Director who was appointed as an additional Director on 14 October 2026, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, RSM Australia Partners, having been nominated by a Shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Dated: 6 November 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

If you sign and return the Proxy Form and do not name a proxy, the Chair will be appointed as your proxy. The Chair intends to vote undirected proxies on, and in favour of, all Resolutions.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Group, the Company's share registry, will need to verify your identity. You can register from 9:30 am (WST) on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9322 3383.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the 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.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.overwatchtechnologies.ai.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

As this is the Company's first annual general meeting, the remuneration report of the Company has not been considered before. Accordingly, a Spill Resolution will not be relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR HARRY KARELIS

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 15.4 of the Constitution, any Director so appointed, other than a Managing Director, holds office only until the next following annual general meeting and is then eligible for re-election.

Mr Karelis was appointed as an additional Director on 22 August 2025 and has not since been elected by Shareholders. As this is the Company's first annual general meeting, Mr Karelis retires in accordance with clause 15.4 of the Constitution and, being eligible, seeks election from Shareholders.

Under the note to Listing Rule 14.4, a director appointed before an entity's admission to the Official List is not required to stand for re-election until the third annual general meeting, or three years, following admission, whichever is longer. Accordingly, Listing Rule 14.4 does not require Mr Karelis to stand for election at this Meeting.

Further information in relation to Mr Karelis is set out below.

Qualifications, experience and other material directorships	B.Sc (Hons), MBA, Grad. Dip. App. Fin. Inv., M. Cyber Ops, CFA, FFin, FAICD. Mr Karelis has extensive experience in the technology start-up environment, particularly in the cyber-security, artificial-intelligence and defence sectors. He graduated from The University of Western Australia with a Bachelor of Science and Honours (majoring in biochemistry and microbiology) and a Master of Business Administration, and he holds a Master of Cyber Security Operations from the University of New South Wales / Australian Defence Force Academy. He is a Fellow of the Financial Services Institute of Australia, a Fellow of the Australian Institute of Company Directors and a qualified Chartered Financial Analyst (CFA). He has over 33 years' experience in the capital markets, with roles in financial analysis, funds management and private-equity investing in Australia and overseas, and has been an angel investor in a number of start-up companies with board-level experience across a range of private and public companies. Mr Karelis does not currently hold any other directorships of listed entities.
Term of office	Mr Karelis has served as a Director since 22 August 2025.
Independence	If elected, the Board does not consider that Mr Karelis will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Karelis. These checks did not reveal any information of concern.
Board recommendation	Having received an acknowledgement from Mr Karelis that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Karelis since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the

	Directors (other than Mr Karelis) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Karelis will be elected to the Board as an executive Director.

If this Resolution is not passed, Mr Karelis will cease to be a Director at the end of the Meeting and will not continue in his role as Executive Chairman. The Board would need to appoint a new Chair and may seek nominations or otherwise identify suitably qualified candidates to join the Board.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR MICHAEL OUTRAM

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 15.4 of the Constitution, any Director so appointed, other than a Managing Director, holds office only until the next following annual general meeting and is then eligible for re-election.

Pursuant to Listing Rule 14.4, a director appointed as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Outram was appointed as an additional Director with effect from the Company's admission to the Official List on 14 October 2026. Mr Outram will retire in accordance with clause 15.4 of the Constitution and Listing Rule 14.4 and, being eligible, seeks election from Shareholders. Mr Outram's election also satisfies the requirement in clause 15.2 of the Constitution and Listing Rule 14.5 for an election of Directors at each annual general meeting.

Further information in relation to Mr Outram is set out below.

Qualifications, experience and other material directorships	MBT (UNSW), APM, GAICD Mr Outram is a former Commissioner of the Australian Border Force, a role he held for approximately seven years, and a former Regional Chair for the Asia/Pacific of the World Customs Organization, and he brings extensive senior experience in border security, law enforcement and national security. Mr Outram has over four decades of experience in policing, national security and border management and has extensive experience in countering transnational threats whilst also building trusted partnerships between government and industry. He brings additional experiences in global supply chain management and risk management. Mr Outram does not currently hold any other directorships of listed entities.
Term of office	Mr Outram has served as a Director since 14 October 2026.
Independence	If elected, the Board considers that Mr Outram will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Outram. These checks did not reveal any information of concern.

Board recommendation	Having received an acknowledgement from Mr Outram that he will have sufficient time to fulfil his responsibilities as a Director and having considered the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Outram) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Outram will be elected to the Board as an independent non-executive Director.

If this Resolution is not passed, Mr Outram will cease to be a Director at the end of the Meeting and the Board will not include an independent Director and the Company may seek nominations or otherwise identify suitably qualified candidates to join the Board.

5. RESOLUTION 4 – APPOINTMENT OF AUDITOR

5.1 General

Section 327B(1)(a) of the Corporations Act provides that a public company must appoint an auditor at its first annual general meeting.

RSM Australia Partners (**RSM**) is the Company's current auditor and audited the Company's annual financial report for the financial year ended 30 June 2026.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for RSM to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice as Annexure A.

RSM has given, and has not withdrawn, its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, RSM will continue in office as the Company's auditor.

5.2 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of this Resolution.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 General

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

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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. As at 26 October 2026, the Company's market capitalisation is $18,022,500. The Company is therefore an Eligible Entity.

6.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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 under 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.

6.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity 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) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for technology development and inventory build for new products for sale, sales and marketing activities to grow sales channels, investment in demonstration units, the acquisition of new assets or investments (including expenses associated with such an acquisition), and administration costs and working capital. Consistent with Section 6.12 of the Company's replacement prospectus dated 11 September 2026, it is anticipated that the funds raised under the Company's initial public offer will enable two years of full operations. The Company is seeking the 7.1A Mandate to give it the flexibility to raise additional funds for the purposes set out above if the Board considers it appropriate.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares

REQUIRED INFORMATION	DETAILS
	as at 26 October 2026 and the number of Shares on issue as at the date of this Notice. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		DILUTION			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			$0.068	$0.135	$0.203
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	133,500,000 Shares	13,350,000 Shares	$907,800	$1,802,250	$2,710,050
50% increase	200,250,000 Shares	20,025,000 Shares	$1,361,700	$2,703,375	$4,065,075
100% increase	267,000,000 Shares	26,700,000 Shares	$1,815,600	$3,604,500	$5,420,100

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

The table above uses the following assumptions:

1. There are currently 133,500,000 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 26 October 2026 (being $0.135) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities since its admission to the Official List that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

REQUIRED INFORMATION	DETAILS
	(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company has not previously obtained approval under Listing Rule 7.1A. Accordingly, the Company has not issued any Equity Securities under Listing Rule 7.1A.2 in the twelve months preceding the date of the Meeting.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or 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 dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Overwatch Technologies Limited (ACN 689 821 814).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the financial year ended 30 June 2026.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.

ANNEXURE A – NOMINATION OF AUDITOR

Gemelli Nominees Pty Ltd
PO Box 114
Applecross WA 6153 AUSTRALIA

20 October 2026

The Company Secretary

Overwatch Technologies Limited
Level 12, 197 St Georges Terrace
Perth WA 6000

NOMINATION OF AUDITOR

Gemelli Nominees Pty Ltd, being a member of Overwatch Technologies Limited (**Company**), nominates RSM Australia Partners in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act.

Signed and dated 20 October 2026.



Harry Karelis
Director
Gemelli Nominees Pty Ltd

Overwatch Technologies Limited

Proxy Voting Form

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

Overwatch Technologies Limited | ABN 14 689 821 814

SAMPLE

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 12 December 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Overwatch Technologies Limited, to be held at **10:00am (AWST) on Monday, 14 December 2026 at Level 5, 191 St Georges Terrace, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	ELECTION OF DIRECTOR – MR HARRY KARELIS	☐	☐	☐
3	ELECTION OF DIRECTOR – MR MICHAEL OUTRAM	☐	☐	☐
4	APPOINTMENT OF AUDITOR	☐	☐	☐
5	APPROVAL OF 7.1A MANDATE	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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