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Monday, 16 November 2026

Dear Shareholder

OFFER FROM EMBELTON LIMITED ("EMB") TO BUY-BACK UNMARKETABLE PARCELS OF SHARES (OFFER)

This letter contains important information about your shareholding in Embelton Limited.

I am writing to you as a shareholder with a shareholding in Embelton Limited (ASX: EMB) (**EMB** or the **Company**) valued at less than $500 as at 7:00pm (Melbourne time) on Thursday, 12 November 2026 (**Record Date**), based on the closing market price of EMB shares on that date.

Under the ASX Listing Rules, any shareholding in EMB valued at less than $500 is considered to be less than a "marketable parcel" of shares (an **Unmarketable Parcel**). Based on the closing market price of EMB shares of $12.88 on the Record Date, an Unmarketable Parcel of shares is 38 shares or less.

In order to reduce the administrative and registry costs for the Company that are associated with Unmarketable Parcels, as well as to allow eligible shareholders to dispose of their shares without incurring brokerage fees and other expenses, the Board of EMB has instituted an off-market share buy-back facility (**UP Buy-Back**) to buy back all the shares held by shareholders (**Eligible Shareholders**) who:

- held an Unmarketable Parcel of shares in EMB as at the Record Date; and
- do not acquire and become the registered holder of additional EMB shares in the period between the Record Date and 7.00pm (Melbourne time) on Wednesday, 6 January 2027 (**Closing Time**).

The UP Buy-Back will be undertaken under the terms set out in this Offer and in accordance with the Company's Constitution, the Listing Rules of the Australian Securities Exchange (**ASX Listing Rules**) and the procedure in Division 2 of Part 2J.1 of the *Corporations Act 2001* (Cth) (the **Act**).

The UP Buy-Back is separate and independent from the Company's proposal to voluntarily delist from the ASX (**Delisting**) and its intention to, subject to shareholder approval of the Delisting, conduct an equal access share buy-back after the Company has been removed from the official list of the ASX (**Equal Access Buy-Back**). The Delisting proposal and the Equal Access Buy-Back were announced to the ASX on Wednesday, 4 November 2026. The UP Buy-Back will proceed regardless of whether the Delisting and or the Equal Access Buy-Back occurs.

Based on the share register as at the Record Date and a share price of $12.88 (at close of market on the Record Date):

- an Unmarketable Parcel of EMB shares is any shareholding of 38 shares or less;

- the maximum number of shares that can be acquired under the UP Buy-Back is 38 shares, held by approximately 13 Eligible Shareholders, representing approximately 0.001% of EMB's current total of 2,157,857 shares on issue which are held by 146 shareholders; and

- the aggregate value of EMB's shares held by those Eligible Shareholders at the UP Buy-Back price is approximately $412.

The Company will pay for all costs related with the UP Buy-Back (excluding tax consequences from the buy-back which remains the shareholder's responsibility).

The UP Buy-Back will allow Eligible Shareholders to sell their shares back to EMB at $11.00 per share (**Buy-Back Price**), being the price the at which Company proposes to undertake its Equal Access Buy-Back. Shares that are purchased by the Company under the UP Buy-Back will be cancelled in accordance with the Act. This letter provides more information about the UP Buy-Back and the choices that are available to you. The directors wish to remind you that as a valued shareholder, EMB will not buy back your shares if you wish to retain your shareholding.

Your choices:

1) ***Sell your Unmarketable Parcel:*** If you want EMB to buy-back your Unmarketable Parcel at the Buy-Back Price, you do not need to do anything. By refraining from taking any action, you will be deemed to have irrevocably appointed EMB as your agent to sell all of your shares at the Buy-Back Price and to deal with the proceeds of sale as set out in this letter. To receive the proceeds of the sale in a timely manner, please visit www.investorserve.com.au to verify or update your bank account details.

2) ***Retain your Unmarketable Parcel:*** If you do not want EMB to buy-back your Unmarketable Parcel, then you must either:

    a. complete the enclosed, personalised Share Retention Form and return it in accordance with the instructions on that form. Your completed Share Retention Form must be received by our share registry, Boardroom Pty Limited (**Boardroom**), by mail to GPO Box 3993, Sydney NSW 2001 or by email to corporateactions@boardroomlimited.com.au, by no later than the Closing Time of 7:00pm (Melbourne time) on Wednesday, 6 January 2027. If your completed Share Retention Form is not received by Boardroom by the Closing Time and you remain an Eligible Shareholder, your shares will be bought back by EMB in accordance with the Offer; **OR**

    b. acquire additional shares in EMB (whether on-market or by an off-market share transfer) so that your shareholding is noted on EMB's share register at the Closing Time as being greater than the number of shares held as at the Record Date; **OR**

    c. if you hold shares in multiple shareholdings that together constitute a parcel of more than 38 shares, arrange to have those holdings merged into one shareholding that is noted on EMB's share register as being greater than 38 shares (that is, a marketable parcel) as at the Closing Time.

If you choose to complete and return a Share Retention Form as outlined in step 2(a) above, you are advised to allow reasonable time for it to be received by Boardroom before the Closing Time. If you choose to acquire additional shares or merge multiple shareholdings as outlined in step 2(b) or step 2(c) above, you are advised to allow reasonable time for these actions to be effected on EMB's share register before the Closing Time.

The Key Dates are:

Key Date	Item
12 November 2026	Record Date for UP Buy-Back offers
16 November 2026	Announcement of Record Date for UP Buy-Back
16 November 2026	Dispatch of Shareholder Letters and Share Retention Forms to Eligible Shareholders
6 January 2027	Closing Time for Receipt of Share Retention Forms / period to opt-out of Buy-Back
8 January 2027	Announcement of outcome of the UP Buy-Back to the ASX
As soon as practicable after 8 January 2027	Eligible Shareholders whose shares are bought back under the UP Buy-Back will have proceeds remitted to them and will be sent documentation advising them of the number of shares sold and the amount of proceeds remitted. Proceeds will be remitted to the bank account that the Eligible Shareholder has registered with Boardroom. If no bank account is registered, proceeds will be remitted by cheque mailed to the address that the shareholder has registered with Boardroom.

EMB may modify these dates or suspend or terminate the UP Buy-Back. Any modification, suspension or termination will be notified by written notice to the ASX.

For further important information about the UP Buy-Back, please read the 'Additional Important Information' and 'Frequently Asked Questions' sections below. If, after reading those sections, you still have questions or need further information, you may contact the EMB Information Line through Boardroom on 1300 737 760 (from within Australia) or +61 2 9290 9600 (outside Australia).

Yours faithfully



George Embelton
Chairman
Embelton Limited

Additional Important Information

1. The UP Buy-Back was first announced to the ASX on Wednesday, 4 November 2026.

2. EMB is offering to buy back shares under the UP Buy-Back in accordance with the terms set out in this Offer, in accordance with the Company's Constitution and the procedure in Division 2 of Part 2J.1 of the Act and the ASX Listing Rules.

3. If a shareholder holds more than one Unmarketable Parcel, EMB will buy-back each Unmarketable Parcel unless:
   a. Boardroom receives a Share Retention Form for each Unmarketable Parcel that the shareholder wishes to retain; or
   b. multiple Unmarketable Parcels are merged to form a marketable parcel of greater than 38 shares; or
   c. the shareholder ceases to be an Eligible Shareholder before the Closing Time by acquiring additional EMB shares.

4. If you hold one or more Unmarketable Parcels in EMB on trust, EMB will only buy back those Unmarketable Parcels in respect of which it has not received a Share Retention Form. If the beneficial holder of an Unmarketable Parcel that you hold on trust wishes to retain their holding, you must submit a Share Retention Form for that entire shareholding.

5. It is important to note that the market price of EMB's shares may change from time to time. The Buy-Back Price may be more or less than the actual market price at the time of the buy-back and may not be the best price obtainable on the day on which your shares are bought back. Information on the price of EMB's shares can be obtained from the daily financial press or through the ASX website (www.asx.com.au) using EMB's ASX code, which is "EMB".

6. While EMB will pay for brokerage and handling costs associated with the buy-back of shares through the UP Buy-Back, any taxation consequences from the buy-back will be the shareholder's responsibility. Please see the 'Frequently Asked Questions' section below for general information on taxation consequences. If you have questions about taxation consequences, please seek the independent advice of a legal, financial or taxation adviser.

7. EMB makes no recommendation as to whether you should participate in this UP Buy-Back, whether or how you should sell your shares or the value of your shares. If you have questions about whether to retain or sell your shares, you should consult a legal, financial or taxation adviser.

8. Before a buy-back is effected under the UP Buy-Back, EMB may revoke a notice given in relation to, or suspend or terminate the operation of the UP Buy-Back, either generally or in specific cases.

9. EMB reserves the right to change any of the dates, terms or conditions referred to in this Offer by written notice to the ASX.

10. This letter (and the accompanying Offer documents) does not constitute advice, nor is it a recommendation to sell, buy or hold shares in EMB.

Frequently Asked Questions

Who is eligible to participate in this UP Buy-Back?

Under the ASX Listing Rules, any shareholding in EMB valued at less than $500 is considered to be less than a "marketable parcel" of shares. Shareholders in EMB are eligible to participate in this UP Buy-Back if they held shareholdings in EMB valued at less than $500 as at the Record Date (being 7:00pm (Melbourne time) on Thursday, 12 November 2026). Based on the closing price of $12.88 per share as at the Record Date, an Unmarketable Parcel of shares in EMB is any shareholding of 38 shares or less. EMB shareholders who hold 39 shares or more as at the Record Date will not be eligible to participate in this UP Buy-Back.

If my shares are bought back through the UP Buy-Back, how much will I receive per share?

If your Unmarketable Parcel is bought back through the UP Buy-Back, you will receive the Buy-Back Price of $11.00 per share. The Buy-Back Price has been determined by the directors, being the price at which the Company proposes to undertake its Equal Access Buy-Back.

What do I need to do to sell my shares?

Nothing. Your Unmarketable Parcel will be bought back through the UP Buy-Back unless you return a Share Retention Form or increase your shareholding by the Closing Time.

If my shares are bought back through the UP Buy-Back, how much will I receive for all of my shares?

The total price that you will receive for an Unmarketable Parcel if it is bought back through this UP Buy-Back will be the number of shares in that Unmarketable Parcel multiplied by the Buy-Back Price of $11.00 per share. You can confirm the number of shares in your Unmarketable Parcel by reviewing the enclosed, personalised Share Retention Form or by contacting the EMB Information Line on 1300 737 760 (from within Australia) or +61 2 9290 9600 (outside Australia), between the hours of 8:30am to 5:00pm Monday to Friday (Melbourne time) (excluding public holidays), during the period from the date of this letter to the Closing Time, noting the Closing Time for receipt of your Share Retention Form is 7:00pm (Melbourne time) on Wednesday, 6 January 2027.

Do I need to pay anything if I participate in the UP Buy-Back?

EMB will pay all costs and expenses arising in connection with the Offer. Any tax consequences from the buy-back will be your responsibility.

If my shares are bought back through the UP Buy-Back, when will I receive the proceeds from the buy-back?

If your Unmarketable Parcel is bought back through the UP Buy-Back, the proceeds from that buy-back will be remitted to you as soon as practicable after Friday, 8 January 2027. Around that time, you will also receive documentation detailing the number of your shares sold and the amount of proceeds remitted to you.

What if I do not wish to sell my Unmarketable Parcel?

If you do not wish to sell your Unmarketable Parcel, you must return the Share Retention Form or increase your shareholding by the Closing Time.

If my shares are bought back through the UP Buy-Back, how will I receive the proceeds from the buy-back?

If your Unmarketable Parcel is bought back through the UP Buy-Back, the proceeds from that buy-back will be paid into the bank account that you have nominated for your shareholding or by cheque to the postal address you have registered for your shareholding. You can update your bank account details by visiting www.investorserve.com.au If you are an issuer-sponsored shareholder and need to update your address, you can also do this at www.investorserve.com.au. If you have a CHESS sponsored holding and need to update your address, you will need to contact your controlling participant. If you participate in the UP Buy-Back and would like your updated address or bank account details to be used when remitting proceeds and sendingdocumentation to you, please ensure that these details are updated by the Closing Time.

What are the tax consequences of having my shares sold through the UP Buy-Back?

The tax outcomes of participating in the UP Buy-Back will vary depending on your circumstances. If you are in the business of trading shares or hold the shares as revenue assets, you may have an assessable gain or loss on sale on revenue account. It is EMB's view that proceeds will be entirely treated as a return of capital, with the buy-back under the UP Buy-Back resulting in a Capital Gains Tax (**CGT**) event. If you are an Australian resident shareholder, you will need to calculate a capital gain or capital loss. Details of the CGT event are required to be disclosed in your 2027 income tax return, regardless of whether you are required to pay tax on the event. If you are not an Australian resident, you should be entitled to disregard the capital gain or loss for the purposes of calculating your Australian taxable income. You may still have a tax liability in your country of residence. The above is broad in nature, and it is strongly recommended that you do not rely on the above summary information but consult with your taxation professional regarding your particular circumstances. EMB will not be liable for the above summary information or for your tax consequences in any event.

Can I sell some but not all of my shares through the UP Buy-Back?

No, you may not sell part of an Unmarketable Parcel through the UP Buy-Back. If you choose to participate in this UP Buy-Back, your entire Unmarketable Parcel will be bought back by EMB.

If I buy more shares, will my shareholding be bought back?

Your Unmarketable Parcel will not be bought back if you acquire additional shares in EMB and your increased shareholding is noted on EMB's share register as at the Closing Time. Any additional shares acquired must be registered by the Closing Time, under the same name and address and with the same holder number (SRN or HIN) as set out in the accompanying Share Retention Form.

What do I do if I have multiple Unmarketable Parcels?

If there is more than one Unmarketable Parcel registered under your name, you will receive this letter and a personalised Share Retention Form for each of your Unmarketable Parcels. If you would like EMB to buy-back each of your Unmarketable Parcels, you do not need to do anything and all of the Unmarketable Parcels registered in your name will be bought back.

If you would like to keep one or more of your Unmarketable Parcels, you may take one of the following actions:

1. complete the enclosed, personalised Share Retention Form for each of the Unmarketable Parcels that you would like to keep and return it in accordance with the instructions on the Share Retention Form; or

2. acquire additional shares in EMB so that each of the Unmarketable Parcels that you would like to keep is noted on EMB's share register at the Closing Time as being greater than the number of shares as at the Record Date; or

3. if the Unmarketable Parcels that you hold together constitute a parcel of more than 38 shares (that is, a marketable parcel), arrange to have those holdings merged into one shareholding that is noted on EMB's share register as being greater than 38 shares as at the Closing Time.

I need to update my address or bank account details. How do I do this?

You can update your bank account details by visiting www.investorserve.com.au or by contacting the EMB Information Line through Boardroom on 1300 737 760 (from within Australia) or +61 2 9290 9600 (from outside Australia). If you are an issuer-sponsored shareholder and need to update your address, you can also do this at www.investorserve.com.au If you have a CHESS sponsored holding and need to update your address, you will need to contact your controlling participant. If you participate in the UP Buy-Back and would like your updated address or bank account details to be used when remitting proceeds and sending documentation to you, please ensure these details are updated by the Closing Time.

Who do I contact if I have further questions?

If you have any further questions about the information contained in this letter or about the UP Buy-Back, please contact the EMB Information Line through Boardroom on 1300 737 760 (from within Australia) or +61 2 9290 9600 (from outside Australia) between the hours of 8:30am to 5:00pm Monday to Friday (Melbourne time) (excluding public holidays) during the period from the date of this letter to the Closing Time.