

Notice of annual general meeting

AVADA Group Limited ACN 648 988 783 (**Company**)

Dear Shareholders

On behalf of the Board, notice is given that the Company's 2025 Annual General Meeting (**AGM**) will be held at:

Location	Allens, Level 26, 480 Queen Street, Brisbane QLD 4000
Date	Tuesday, 18th November 2025
Time	10am Australian Eastern Standard Time

Participation in AGM

This year's AGM will be held as a physical meeting with a live webcast available at <https://meetings.openbriefing.com/AVD25>

Shareholders will be able to view the AGM live by watching the webcast but will not be able to ask questions or vote through the webcast facilities. Voting on the day of the AGM will only be permissible by Shareholders who are physically present at the meeting. There will be no online voting on the day of the meeting.

AGM considerations and shareholder questions

A discussion will be held on all items to be considered at the AGM.

All Shareholders who choose to attend the AGM in person will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- 1 All Shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company.
- 2 If a Shareholder has more than one question on any particular item, all questions should be asked at the same time.
- 3 Shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

It may not be possible to respond to all questions raised during the AGM. Shareholders are therefore encouraged to submit questions in advance of the AGM by submitting them online at au.investorcentre.mpm.com.au via your secure login or by email to the Company Secretary, Andrew Metcalfe (ametcalfe@avadagroup.com.au) by Friday, 14 November 2025. The Company will endeavor to address as many of the more frequently raised relevant questions as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions raised. Individual responses will not be sent to Shareholders.

If you are unable to attend the AGM to vote, the Board encourages you to lodge your votes by proxy in the form attached to this Notice of Meeting.

Ordinary Business

Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2025.

Resolution 1 — Directors' Remuneration Report

To consider and, if in favour, to pass the following resolution as a non-binding ordinary resolution:

'That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2025.'

Note: In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only.

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusion Statement' section of the Notes to this Notice.

Resolution 2A — Re-Election of Lance Hockridge as a director

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

'That, Mr Lance Hockridge who retires in accordance with the Constitution and Listing Rules and being eligible offers himself for re-election as a director of the Company, be re-elected as a director of the Company.'

Resolution 2B — Re-Election of Ann-Maree Robertson as a director

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

'That, Ms. Ann-Maree Robertson who retires in accordance with the Constitution and Listing Rules and being eligible offers herself for re-election as a director of the Company, be re-elected as a director of the Company.'

Resolution 3 — Approval of additional 10% capacity under Listing Rule 7.1A

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, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusion Statement' section of the Notes to this Notice.

Resolution 4: Renewal of proportional takeover provisions in the Constitution

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



'That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 15 for a period of 3 years from the date of approval of this Resolution.'

The Board appreciates your ongoing support, and we look forward to seeing you at the AGM.

Dated: Tuesday, 14 October 2025

By order of the Board

Andrew Metcalfe

Company Secretary

For personal use only

Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purpose of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of Shares at 7pm (Australian Eastern Standard Time) on Sunday 16 November 2025 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

Voting by Proxy

An eligible Shareholder can vote in person at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 10am on Sunday, 16 November 2025.

Proxy Forms can be submitted in four ways:

- **Online** by visiting the Company's registry website au.investorcentre.mpms.mufig.com. Please follow the prompts and have your SRN or HIN available; or
- By **mail** to:
AVADA Group Limited
MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- By **facsimile** to +61 2 9287 0309; or
- By **hand** to:
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street,
Parramatta NSW 2150.

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a Shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Voting by Corporate Representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment unless it has previously been provided to the Registry.

Voting by Attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder(s), the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons. These voting exclusions are described below.

Voting intentions of the Chair

The Chair intends to vote undirected proxies on, and in favour of, each of the resolutions set out in this Notice of Meeting (subject to the voting exclusions below). If there is a change to how the Chair intends to vote undirected proxies, the Company will make an announcement to the market.

Voting Exclusion Statement

The Corporations Act and the Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on two (2) of the resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolution 1 — Remuneration Report

Votes may not be cast, and the Company will disregard votes cast on Resolution 1:

- 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 votes are cast; or
- by any person who is a member of the Key Management Personnel as at the time the relevant resolution is voted on at the AGM, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 3 — Approval of additional 10% capacity under Listing Rule 7.1A

Votes may not be cast and the Company will disregard votes cast in favour of Resolution 4 by or on behalf of a person, or any associate of that person, who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares). In accordance with Listing Rule 14.11 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting, it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, this does not apply to a vote cast in favour of the resolution by:

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

Resolutions

All items of business involving a vote by Shareholders (other than Resolutions 3 and 4) require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution.

Resolutions 3 and 4 are special resolutions, which means that to be passed the item needs the approval of at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

Explanatory memorandum

AVADA Group Limited ACN 648 988 783

This Explanatory Memorandum forms part of, and should be read in conjunction with, the notice of annual general meeting of the Company to be held on Tuesday, 18 November 2025 at 10am (AEST).

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying notice of annual general meeting of the Company.

Financial Statements and Reports

The Corporations Act requires that the Directors' Report, the Auditor's Report and the Financial Report be laid before the AGM.

There is no requirement for a Shareholder resolution on this item. Accordingly, no resolution will be put to the AGM.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the financial statements and reports.

In addition to asking questions at the AGM, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, BDO, if the question is relevant to:

- (a) the content of the Auditor's Report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by 5pm on Friday, 14 November 2025. Please send any written questions for BDO to:

The Company Secretary
AVADA Group Limited
Suite 1, Level 2
116 Ipswich Road
Woolloongabba QLD 4102

or via email to: ametcalfe@avadagroup.com.au

Resolution 1 — Directors' Remuneration Report

Background

The Remuneration Report is contained in the Directors' Report. A copy is available on the Company's website.

The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.

The Remuneration Report:

- (a) reports and explains the remuneration arrangements in place for non-executive Directors, executive Directors and senior management; and
- (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within the Company.

Shareholders will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting. Shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

Resolution 2A — Re-Election of Lance Hockridge as a director

Background

Lance was appointed a director on 25 March 2021 and is currently Non-Executive Chairman of the Company.

Lance Hockridge is a globally experienced manufacturing, logistics and transportation executive with a focus on leading the safety, operational and financial transformation of businesses. Lance has over 20 years of experience leading ASX listed companies. At BHP Lance led the Company's global transportation activities. He also spent many years in the BHP Steel business. Lance retired as CEO of Aurizon Ltd in November 2016, having led the state-owned rail freight business through a successful IPO in November 2010.

As well as Chairman of AVADA Group Limited, Lance is a Non-Executive Director of Saudi Arabia Railways together with other private company interests. He has extensive not-for-profit interests, including with The Salvation Army; together with diversity and domestic violence interests.

Directors' recommendation

The Directors (with Mr Hockridge abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 2B — Re-Election of Ann-Maree Robertson as a director

Background

Ann-Maree was appointed a director on 9 November 2021 and is currently a Non-Executive Director and Chairman of the Audit & Risk Management Committee of the Company.

Ann-Maree has developed an extensive understanding of financial reporting, accounting, governance and internal control systems across a wide variety of businesses through her auditing and commercial accounting experience. Ann-Maree's clients include ASX listed public companies, large public unlisted and proprietary companies and not-for-profit entities across a range of industries including resources exploration, construction, service industries and financial services.

Ann-Maree is a partner in the Audit & Assurance division of Moore Australia. Ann-Maree is a member of the Company Auditors Disciplinary Board, whose role is to consider applications for cancellation or suspension of

Registered Company Auditors under the *Corporations Act* and she was recently appointed to the Chartered Accountants Australia & New Zealand Disciplinary Tribunal.

Directors' recommendation

The Directors (with Ms. Robertson abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 3 — Approval of additional 10% capacity under Listing Rule 7.1A

Background

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. In accordance with the Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of the Company's share capital over a 12-month period following the AGM (provided Shareholder approval is obtained at the AGM) on a non-pro rata basis.

The Company falls within the eligibility criteria required by Listing Rule 7.1A.

The number of Shares that may be issued (if Shareholder approval is obtained at the AGM) will be 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:*
- (A) *plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 (other than 9, 16 or 17);*
 - (B) *plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:*
 - (I) *the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or*
 - (II) *the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;*
 - (C) *plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:*
 - (I) *the agreement was entered into before the commencement of the relevant period; or*
 - (II) *the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;*
 - (D) *plus the number of any other full paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;*

Note: This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 17 where the issue is subsequently approved under rule 7.1.

- (E) *plus the number of partly paid ordinary securities that became fully paid in the relevant period;*

(F) *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 Listing 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 Listing Rule 7.4.*

Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A, the Company provides the following information:

Minimum price at which the equity securities may be issued	<p>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 a cash consideration per security which is not less than 75% of the volume weighted average price for the security in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or (b) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of equity securities under Listing Rule 7.1A.2 involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for 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 equity securities on the issue date. <p>In accordance with Listing Rule 7.3A.4 a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Period for which the approval will be valid	<p>The period commencing on the date of the Annual General Meeting at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; (b) the time and date of the Company's next annual general meeting; or (c) the time and date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2.

Purposes for which the equity securities may be issued	<p>It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards working capital purposes. This would principally include:</p> <ul style="list-style-type: none"> (a) maintenance or acquisition of assets; (b) business acquisitions; and (c) debt repayment.
Details of the Company's allocation policy for issues under approval	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing security holders can participate; (b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Previous approvals under Listing Rule 7.1A	<p>The Company previously sought, and obtained, approval under Listing Rule 7.1A at the previous year's Annual General Meeting. However, the Company has not issued any Equity Securities in reliance on Listing Rule 7.1A to date.</p>

Information under Listing Rule 7.3A.4

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (c) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (d) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.085	\$0.170	\$0.340
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current shares	84,935,025	8,493,503	\$ 721,948	\$ 1,443,895	\$ 2,887,791
50% increase	127,402,538	12,740,254	\$ 1,082,922	\$ 2,165,843	\$ 4,331,686
100% increase	169,870,050	16,987,005	\$ 1,443,895	\$ 2,887,791	\$ 5,775,582

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company.

The table has been prepared on the following assumptions:

- the Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval;
- 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%;
- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of a share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting;
- the table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the issue of Shares under Listing Rule 7.1A consists only of Shares; and

the issue price is \$0.17, being the closing price of the shares on ASX on 7 October 2025.

As at the date of the Notice of Meeting, the Company has on issue 84,935,025 Shares. Subject to Shareholder approval being obtained for Resolution 3, the Company will have capacity to issue the following equity securities as at the date of the AGM:

- 12,740,254 Shares (under Listing Rule 7.1); and
- 8,493,503 Shares (under Listing Rule 7.1A).¹

Listing Rule 7.1A requires Resolution 3 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 (15%) and 7.1A (10%) without any further Shareholder approval.

If Resolution 3 isn't 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.

Directors' recommendation

The directors unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 4: Renewal of proportional takeover provisions in the Constitution

General

Section 648G(1) of the Corporations Act provides that a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply at the end of 3 years from adoption or renewal as appropriate unless otherwise specified.

When the provisions cease to apply the company's constitution is modified by omitting the provisions.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders).

Resolution 4 is a special resolution which will enable the Company to modify its Constitution by renewing clause 15 for a period of 3 years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of clause 15.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to 3 years on each occasion.

Proportional takeover provisions (clause 15 of Constitution)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

The proportional takeover provisions set out in clause 36 of the Constitution provides that a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause will cease to have effect on the third anniversary of the date of the adoption of the last renewal of the clause.

Information required by section 648G of the Corporations Act

Effect of proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed or the deadline for obtaining such approval has passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Advantages and disadvantages of proportional takeover provisions during the period in which they have been in effect

The Directors consider that the proportional takeover provisions had no advantages or disadvantages for them during the period in which they have been in effect.

The advantages and disadvantages of the proportional takeover provisions for Shareholders include those set out immediately below, which were applicable during the period in which they have been in effect.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (A) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (B) assisting in preventing Shareholders from being locked in as a minority;
- (C) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (D) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (A) proportional takeover bids may be discouraged;
- (B) lost opportunity to sell a portion of their Shares at a premium; and
- (C) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of renewing the proportional takeover provisions and as a result consider that renewal of the proportional takeover provision set out in clause 15 of the Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 4.

The directors unanimously recommend that Shareholders vote in favour of this resolution.

¹ The actual number of Shares the Company will have capacity to issue under Listing Rule 7.1A may vary and will be determined at the date of issue in accordance with Listing Rule 7.1A.2 (as illustrated in the table above).

SCHEDULE 1 – Proportional takeover provisions
Proportional Takeover

15.1 Definitions

In this rule:

Term	Definition
Approving Resolution	means a resolution to approve the Proportional Takeover Bid passed in accordance with rule 15.3.
Approving Resolution Deadline	means the day that is 14 days before the last day of the bid period, during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.
Proportional Takeover Bid	means a takeover bid that is made or purports to be made under section 618(1)(b) Corporations Act for securities included in a class of securities in the company.
Relevant Class	means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid.

15.2 Transfers not to be registered

Despite rules 12.2(c) and 12.3, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed under rule 15.3.

15.3 Approving Resolution

15.3.1 Where offers have been made under a Proportional Takeover Bid, the directors must, before the Approving Resolution Deadline:

15.3.1.1 convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of approving the Proportional Takeover Bid; and

15.3.1.2 ensure that the resolution is voted on under rule 15.3.

15.3.2 The provisions of this constitution about general meetings apply, modified as the circumstances require, to a meeting that is convened under rule 15.3(a), as if that meeting were a general meeting of the company.

15.3.3 The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.

- 15.3.4 Subject to rule 15.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held securities of the Relevant Class, is entitled to vote on the Approving Resolution for the Proportional Takeover Bid.
- 15.3.5 An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50% and otherwise is taken to have been rejected.
- 15.3.6 If an Approving Resolution has not been voted on under rule 15.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution is taken to have been passed under rule 15.3 on the Approving Resolution Deadline.

15.4 Sunset

Rules 15.1, 15.2 and 15.3 cease to have effect on the third anniversary of the later of the date of adoption or last renewal of rule 15 under the Corporations Act.

Schedule

Glossary

Annual General Meeting, AGM or Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Auditor's Report	means the auditor's report of the Company for the year ended 30 June 2025.
Board	means the board of directors of the Company.
Business Day	means Sunday to Friday inclusive, except New Year's Day, Good Friday, Easter Sunday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
closely related party	of a member of Key Management Personnel means: <ul style="list-style-type: none"> o a spouse or child of the member; o a child of the member's spouse; o a dependent of the member or the member's spouse; o 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; o a company the member controls; or o 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 AVADA Group Limited ACN 648 988 783.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company and Director means any one of them.
Directors' Report	means the directors' report of Company for the 2025 financial year.
Equity Securities	has the meaning set out in the Listing Rules.
Existing Constitution	means the constitution of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Financial Report	means the financial report of the Company for the year ended 30 June 2025.
Key Management Personnel	has the same meaning as in the Corporations Act and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director whether executive or otherwise.
Listing Rules	means the listing rules of ASX.

Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Registry	means MUFG Corporate Markets (AU) Limited.
Remuneration Report	means the section of the Directors' Report for the 2025 financial year that is included under section 300A(1) of the Corporations Act.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.



AVADA Group Limited
ACN 648 988 783

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

AVADA Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of AVADA Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 18 November 2025 (the Meeting)** and at any postponement or adjournment of the Meeting.

You can attend the meeting at **Allens, Level 26, 480 Queen Street, Brisbane QLD 4000** or you can view a webcast of the Meeting by logging in online at <https://meetings.openbriefing.com/AVD25> (refer to details in the Annual General Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

1 Directors' Remuneration Report

☐ ☐ ☐

4 Renewal of proportional takeover provisions in the Constitution

☐ ☐ ☐

2a Re-Election of Lance Hockridge as a Director

☐ ☐ ☐

2b Re-Election of Ann-Maree Robertson as a Director

☐ ☐ ☐

3 Approval of additional 10% capacity under Listing Rule 7.1A

☐ ☐ ☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AVD PRX2501N

For personal use only



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufig-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Sunday, 16 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

AVADA Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* During business hours (Monday to Friday, 9:00am–5:00pm)

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