

Alfabs Australia Limited – ASX Announcement 24 October 2025

Notice of 2025 Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Alfabs Australia Limited ACN 674 455 442 will be held at **2:00 pm (AEDT) on Monday 24th November 2025** at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

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 of the Company at 2:00 pm (AEDT) on Saturday 22nd November 2025.

Terms and abbreviations used in this Notice of Meeting, including the Explanatory Statement, are defined in the Glossary.

Agenda

Ordinary Business

Financial Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2025 (**FY25**).

Note: There is no requirement for Shareholders to approve these reports.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.



Resolutions

Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, pass the following Resolution in accordance with section 250R(2) of the Corporations Act:

‘That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2025 be adopted.’

Note: Under section 250R(2) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company to Resolution 1 (as further outlined in the Explanatory Statement).

Resolution 1 is subject to voting exclusions set out in the Explanatory Statement.

Resolution 2 – Election of Mrs Aimee Travis

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

‘That Mrs Aimee Travis who was appointed by the Board as a Non-Executive Director on 24 January 2025 under rule 18.3 of the Constitution, being eligible, be elected as a Non-Executive Director of the Company.’

Resolution 3 – Approval of the 2025 Employee Gift Plan

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

‘That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders authorise and approve the adoption of the Company’s “2025 Employee Gift Plan” (2025 Employee Gift Plan) and the issue of up to 550,000 Shares under the 2025 Employee Gift Plan, on the terms and conditions described in the Explanatory Statement.’

Resolution 3 is subject to voting exclusions set out in the Explanatory Statement.

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Resolution 4 – Approval of the 2025 Employee Share Option Plan

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

‘That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders authorise and approve the adoption of the Company’s “2025 Employee Share Option Plan” (2025 ESOP) and the issue of up to 6,100,000 Options under the 2025 ESOP, on the terms and conditions described in the Explanatory Statement.’

Resolution 4 is subject to voting exclusions set out in the Explanatory Statement.

Resolution 5 – Approval of the 2025 Employee Performance Rights Plan

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

‘That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders authorise and approve the adoption of the Company’s “2025 Employee Performance Rights Plan” (2025 EPRP) and the issue of up to 2,000,000 Performance Rights (including the issue of up to 2,000,000 Shares in the Company upon the vesting and exercise of those Performance Rights) under the 2025 EPRP, on the terms and conditions described in the Explanatory Statement.’

Resolution 5 is subject to voting exclusions set out in the Explanatory Statement.

Resolution 6 – Approval of the 2025 Non-Executive Director Option Plan

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

‘That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders authorise and approve the adoption of the Company’s “2025 Non-Executive Director Option Plan” (2025 NED Option Plan) and the issue of up to 1,000,000 Options under the 2025 NED Option Plan, on the terms and conditions described in the Explanatory Statement.’

Resolution 6 is subject to voting exclusions set out in the Explanatory Statement.

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Resolution 7 – Approval of the proposed issue of Options and Performance Rights to Matthew Torrance and his associates

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company, and the Company be authorised, to issue: Matthew Torrance with 600,000 Options under the 2025 ESOP and 120,000 Performance Rights under the 2025 EPRP; Jason Torrance (associate of Matthew Torrance) with 50,000 Performance Rights under the 2025 EPRP; and Andrew Torrance (associate of Matthew Torrance) with 50,000 Performance Rights under the 2025 EPRP, on the terms and conditions described in the Explanatory Statement.'

Resolution 7 is subject to voting exclusions set out in the Explanatory Statement.

Resolution 8 – Approval of the proposed issue of Options and Performance Rights to Mark Harrison

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company, and the Company be authorised, to issue Mark Harrison with 500,000 Options under the 2025 ESOP and 100,000 Performance Rights under the 2025 EPRP, on the terms and conditions described in the Explanatory Statement.'

Resolution 8 is subject to voting exclusions set out in the Explanatory Statement.

Resolution 9 – Approval of the proposed issue of Options to Bill Wavish

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company, and the Company be authorised, to issue Bill Wavish with 500,000 Options under the 2025 NED Option Plan, on the terms and conditions described in the Explanatory Statement.'

Resolution 9 is subject to voting exclusions set out in the Explanatory Statement.

Resolution 10 – Approval of the proposed issue of Options to Aimee Travis

To consider and, if in favour, pass the following Resolution as an ordinary resolution:

'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company, and the Company be authorised, to issue Aimee Travis with 500,000 Options under the 2025 NED Option Plan, on the terms and conditions described in the Explanatory Statement.'

Resolution 10 is subject to voting exclusions set out in the Explanatory Statement.



Important Information for Shareholders

This Notice is given based on circumstances as at 24 October 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.alfabs.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

The Meeting will be held as a hybrid meeting. Those attending physically can register up to 30 minutes prior to the Meeting and will receive a physical voting card on the day. Those attending virtually should refer below for further instructions.

Venue and voting information

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day of the Meeting:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click “**register**” if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to join the Meeting.
4. Click on “**Join Meeting**” and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Clayton Freeman (Company Secretary) at investorrelations@alfabs.com.au at least 48 hours before the Meeting.



The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your Shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic Shareholder portal.

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click **"Register"** and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click **"Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on **"Join Meeting"** and follow the prompts.
5. When the Chairman declares the poll open, select the **"Voting"** dropdown menu on the right-hand side of your screen.
6. Select either the **"Full"** or **"Allocate"** Option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each Resolution and click **"Submit votes"**. For allocated votes, the number of votes submitted must not exceed your remaining available units. Important: Votes cannot be amended once submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

It is recommended that Shareholders wishing to attend the Meeting log in from **1:45 pm on Monday 24th November 2025**.

Voting by Proxy

If you are a Shareholder, you are entitled to appoint a proxy to attend the Meeting and to vote on your behalf. A proxy need not be a Shareholder and may be an individual or a body corporate. If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies to attend the Meeting and vote on a poll, and may specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of your votes.

If your proxy is not a Alfabs Shareholder or is a Alfabs Shareholder but does not have an email address recorded on the Alfabs share register, please provide their email and telephone number to investorrelations@alfabs.com.au.



Subject to applicable voting exclusions, if no voting directions are given, the proxy may vote as they see fit for each undirected resolution.

If a Shareholder appoints a member of the Company's KMP (which includes each Director) or one of their closely related parties as a proxy, the person is not permitted to cast the Shareholder's votes on Resolutions 4 to 10 (inclusive), unless the Shareholder directs the person how to vote or the Chair of the Meeting is the Shareholder's proxy.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms .
By post	Automic, GPO Box 5193, Sydney NSW 2001.
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Voting Intention

The Chairman intends to vote all open and open and undirected proxies in favour of all Resolutions, where permitted.





Voting Procedure

Voting on all Resolutions for consideration at the Meeting will be conducted by a poll.

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Explanatory Statement

This explanatory statement accompanies and forms part of the Notice of Meeting for the Company's Annual General Meeting to be held on Monday 24th November 2025 at 2:00 pm AEDT. It contains information relevant to the business to be considered at the Meeting and Shareholders should read this section in full.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Business

Financial Reports

The Corporations Act requires that the Financial Report, Directors' Report and Auditor's Report be presented to Shareholders at the Meeting.

A vote is not required on this item, but Shareholders will be provided with the opportunity to ask questions and comment on these reports or about the business operations and management of the Company generally. The Company's auditor will be present at the Meeting. Shareholders also have the right to question the Company's auditor in accordance with section 250T of the Corporations Act.

Shareholders are also entitled to put forward written questions to the Company's auditor, if the question is relevant to the content of the Auditor's Report or the conduct of the audit.

The ways in which Shareholders can ask questions or make comments are outlined in the section headed 'Important Information for Shareholders' included in the Notice of Meeting.

Resolution 1 – Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that the Remuneration Report be put to Shareholders for adoption. This Resolution is for advisory purposes only and will not be binding on the Directors or the Company, however the Directors will take the outcome of the vote into consideration when reviewing the remuneration policy.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting, and then again at the 2026 Annual General Meeting (**2026 AGM**), the Company will be required to put to the vote a Resolution (**Spill Resolution**) at the 2026 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2026 AGM. All of the Directors who were in office when the 2026 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting. The Remuneration



Report explains the Board's policies in relation to the nature and level of remuneration paid to the Company's Key Management Personnel, including Directors, (KMPs) and sets out remuneration details, service agreements and the details of any share-based compensation.

The Remuneration Report is contained in the Annual Report, a copy of which is available at www.alfabs.com.au and on the ASX website.

Recommendation: As Resolution 1 relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation in relation to this Resolution.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 4, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (KMP) named in the Company's Remuneration Report for the year ended 30 June 2025 or any of their closely related parties, regardless of the capacity in which the vote is cast; or
- as proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy for a person entitled to vote on the Resolution, in accordance with a direction to the proxy on how to vote on the Resolution in the Proxy Form; or
- the Chairman as a proxy for a person entitled to vote on the Resolution pursuant to an express authorisation in the Proxy Form to exercise the proxy even though the Resolution is connected with the remuneration of the Company's KMP.

Resolution 2 – Election of Mrs Aimee Travis

Rule 18.3 of the Constitution states that a Non-Executive Director appointed by the Board holds office until the conclusion of the next AGM following his or her appointment and therefore must seek election by Shareholders at the AGM. Accordingly, Mrs Aimee Travis, who was appointed by the Board as a Non-Executive Director on 24 January 2025, submits herself for election by Shareholders.

Aimee is a highly experienced commercial lawyer with more than 20 years' experience in resources, finance, infrastructure and property transactions. Aimee holds Bachelor of Laws and Bachelor of Commerce degrees, has held

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company secretarial roles for listed and non-listed entities, and is a director of a number of local and international charities. She brings extensive legal, governance and commercial expertise to Alfabs.

Recommendation: The Board (with Mrs Aimee Travis abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 2.

Resolution 3 – Approval of the 2025 Employee Gift Plan

(a) General

Resolution 3 seeks Shareholder approval, pursuant to Listing Rule 7.2 (Exception 13(b)), to adopt the employee incentive scheme known as the 2025 Employee Gift Plan, and to enable Shares to be issued under the 2025 Employee Gift Plan to eligible employees who have been employed in a permanent capacity by a Group Member for a minimum of 6 months with performance deemed satisfactory or above by management, or such other persons determined to be eligible under the plan by the Board (**Gift Plan Eligible Participants**).

The Company is offering Gift Plan Eligible Participants the opportunity to subscribe for \$1,000 worth of Shares (up to 550,000 Shares in total) to be issued under the 2025 Employee Gift Plan for no consideration in recognition of Gift Plan Eligible Participants' service to the Company.

A summary of the 2025 Employee Gift Plan, to be adopted pursuant to Resolution 3, is provided in Annexure A.

The objective of the 2025 Employee Gift Plan is to assist in the reward, retention and motivation of Gift Plan Eligible Participants and align the interests of those Gift Plan Eligible Participants with Shareholders of the Company by providing an opportunity to receive an equity interest in the Company.

Resolution 3 is an ordinary resolution.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 3.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 3, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

Recommendation: The Board recommends that Shareholders vote in favour of Resolution 3.

(b) ASX Listing Rule 7.1 and ASX Listing Rule 7.2 (Exception 13)

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of Shareholders, issue or agree to issue during any 12-month period any equity securities, or other securities with

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rights to convert to equity, if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12-month period (**15% Placement Capacity**).

Listing Rule 7.2 (Exception 13(b)) provides an exception to Listing Rule 7.1. The effect of Shareholder approval under Listing Rule 7.2 (Exception 13(b)) is that any issues of Shares under the 2025 Employee Gift Plan are treated as having been made with the approval of Shareholders for the purposes of Listing Rule 7.1.

Approval under Listing Rule 7.2 (Exception 13(b)) lasts for a period of 3 years. Listing Rule 7.2 (Exception 13(b)) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to Shareholders in respect of the meeting at which Shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Listing Rule 7.2 (Exception 13(b)) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 3 is passed, the Company will be able to issue Shares to Gift Plan Eligible Participants over a period of 3 years. The issue of any Shares to Gift Plan Eligible Participants under the 2025 Employee Gift Plan (up to the maximum number of Shares specified in Section (c)(iv) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company may still issue Shares to Gift Plan Eligible Participants under the 2025 Employee Gift Plan, but any issue will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue.

(c) Specific information required by Listing Rule 7.2

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.2 (Exception 13(b)):

- i. The material terms of the 2025 Employee Gift Plan are summarised in Annexure A.
- ii. This is the first approval sought under Listing Rule 7.2 (Exception 13(b)) with respect to the 2025 Employee Gift Plan.
- iii. The Company has not issued any equity securities under the 2025 Employee Gift Plan as this is the first time that Shareholder approval is being sought for the adoption of the 2025 Employee Gift Plan.
- iv. The maximum number of equity securities proposed to be issued under the 2025 Employee Gift Plan following Shareholder approval is 550,000 Shares over a 3-year period. It is not envisaged the maximum number of equity securities for which approval is sought will be used immediately.
- v. In 2024 a total of 588,000 Shares were issued under the Employee Gift Offer.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is eligible to participate in the 2025 Employee Gift Plan or their associates, regardless of the capacity in which the vote is cast.





However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction to the proxy or attorney on how to vote on the Resolution in that way; or
- the Chairman as a proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval of the 2025 Employee Share Option Plan

(a) General

Resolution 4 seeks Shareholder approval, pursuant to Listing Rule 7.2 (Exception 13(b)), to adopt the employee incentive scheme known as the 2025 ESOP, and to enable Options (including Shares issued upon exercise of such Options) to be issued under the 2025 ESOP to eligible key executive managers, Directors, employees, consultants or contractors of any Group member or such other persons determined to be eligible under the plan by the Board (**Option Eligible Participants**).

A summary of the 2025 ESOP, to be adopted pursuant to Resolution 4, is provided in Annexure B.

The objective of the 2025 ESOP is to assist in the reward, retention and motivation of Option Eligible Participants and align the interests of those Option Eligible Participants with Shareholders of the Company by providing an opportunity to receive an equity interest in the Company.

Resolution 4 is an ordinary resolution.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 4.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 4, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

(b) ASX Listing Rule 7.1 and ASX Listing Rule 7.2 (Exception 13)

A summary of Listing Rules 7.1 and 7.2 (Exception 13(b)) is provided in the Explanatory Statement to Resolution 3.



If Resolution 4 is passed, the Company will be able to issue Options to Option Eligible Participants over a period of 3 years. The issue of any Options to Option Eligible Participants under the 2025 ESOP (up to the maximum number of Options specified in Section (c)(iv) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1. However, unless an exception applies, the Company will be required to seek Shareholder approval for the issue of any Options issued under the 2025 Employee Gift Plan to eligible Directors pursuant to Listing Rule 10.14.

If Resolution 4 is not passed, the Company may still issue Options to Option Eligible Participants under the 2025 ESOP, but any issue will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Options.

(c) Specific information required by Listing Rule 7.2

The following information in relation to Resolution 4 is provided to Shareholders for the purposes of Listing Rule 7.2 (Exception 13(b)):

- i. The material terms of the 2025 ESOP are summarised in Annexure B.
- ii. This is the first approval sought under Listing Rule 7.2 (Exception 13(b)) with respect to the 2025 ESOP.
- iii. The Company has not issued any equity securities under the 2025 ESOP as this is the first time that Shareholder approval is being sought for the adoption of the 2025 ESOP.
- iv. The maximum number of equity securities proposed to be issued under the 2025 ESOP following Shareholder approval is 6,100,000 Options over a 3-year period.
- v. In 2024 a total of 11,000,000 Options were issued under the Employee Share Option Plan.

Recommendation: Directors eligible to participate in the 2025 Employee Share Option Plan are excluded from voting on Resolution 4 pursuant to the Listing Rules and the Corporations Act. The non-participating Directors recommend that Shareholders vote in favour of this Resolution.

Voting exclusion statement: The Company will disregard any votes cast:

- in favour of Resolution 4 by or on behalf of a person who is eligible to participate in the 2025 ESOP or their associates, regardless of the capacity in which the vote is cast; or
- on Resolution 4 by a person who is a member of the Company's Key Management Personnel (KMP) on the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction to the proxy or attorney on how to vote on the Resolution in that way; or
- the Chairman as a proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:



- 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 Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval of the 2025 Employee Performance Rights Plan

(a) General

Resolution 5 seeks Shareholder approval, pursuant to Listing Rule 7.2 (Exception 13(b)), to adopt the employee incentive scheme known as the Alfabs Australia Limited 2025 Employee Performance Rights Plan (**2025 EPRP**), and to enable Performance Rights, and Shares upon the vesting and exercise of those Performance Rights, to be issued under the 2025 EPRP to current and prospective eligible Directors and employees of, and individual service providers to, any Group Member (and such other persons determined to be eligible under the 2025 EPRP by the Board) (**Performance Right Eligible Participants**), and to be exempted from Listing Rule 7.1 for a period of 3 years from the date on which Resolution 5 is passed.

As summary of the 2025 EPRP, to be adopted pursuant to Resolution 5, is provided in Annexure C.

The objectives of the 2025 EPRP are to assist in the reward, retention and motivation of Performance Right Eligible Participants and to create a stronger link between the reward of Performance Right Eligible Participants and performance and the creation of Shareholder value by providing an opportunity for Participants to receive an equity interest in the Company.

Resolution 5 is an ordinary resolution.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 5.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 5, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

(b) Plan details

Under the 2025 EPRP, Performance Right Eligible Participants invited by the Board to participate in the 2025 EPRP are granted Performance Rights which represent a right to be issued or transferred Shares at a future point, subject to the satisfaction of certain performance hurdles. No exercise price is payable and eligibility to participate in the 2025 EPRP is at the Board's discretion.

Grants made under the 2025 EPRP are subject to the satisfaction of challenging performance hurdles. The Board has determined total shareholder return (**TSR**) to be an appropriate performance measure of the Company's

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performance and is commonly used by companies listed on the ASX. Relative TSR is a forward-looking performance measure that drives continued and sustainable growth, measuring the return received by Shareholders from holding Shares over the 3-year performance period. No reward will be provided to Participants unless the Company's relative TSR performance positions it at the 50th percentile or greater against peers. No retesting will be permitted.

It is proposed that any Performance Rights will be issued to Performance Right Eligible Participants in accordance with the terms of the 2025 EPRP (including terms and conditions in the invitation issued by the Board).

(c) [ASX Listing Rule 7.1 and ASX Listing Rule 7.2 \(Exception 13\)](#)

A summary of Listing Rules 7.1 and 7.2 (Exception 13(b)) is provided in the Explanatory Statement to Resolution 3.

If Resolution 5 is passed, the Company will be able to issue securities to Performance Right Eligible Participants over a period of 3 years from the date on which Resolution 5 is passed. The issue of Performance Rights to Performance Right Eligible Participants under the 2025 EPRP over this 3 year period, up to the maximum number of Performance Rights that may be issued specified in Section (d)(v) below, will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1. However, unless an exception applies, the Company will continue to be required to seek Shareholder approval for the issue of any Performance Rights issued under the 2025 EPRP to eligible Directors pursuant to Listing Rule 10.14.

If Resolution 5 is not passed, the Company may still issue securities to Performance Right Eligible Participants under the 2025 EPRP but any issue will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

(d) [Specific information required by Listing Rule 7.2](#)

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 7.2 (Exception 13(b)):

- i. The material terms of the 2025 EPRP are summarised in Annexure C.
- ii. This is the first approval sought from Shareholders under Listing Rule 7.2 (Exception 13(b)) with respect to the 2025 EPRP or any other Performance Rights plan established by the Company.
- iii. Any Performance Rights issued under the 2025 EPRP, if approved, will be the first Performance Rights issued by the Company.
- iv. The Company has therefore not issued any equity securities under the 2025 EPRP as this is the first time that Shareholder approval is being sought for the adoption of the 2025 EPRP.
- v. The maximum number of equity securities proposed to be issued under the 2025 EPRP following Shareholder approval is 2,000,000 Performance Rights over a 3-year period from the date on which Resolution 5 is passed.



Recommendation: Directors eligible to participate in the 2025 Employee Performance Rights Plan are excluded from voting on Resolution 5 pursuant to the Listing Rules and the Corporations Act. The non-participating Directors recommend that Shareholders vote in favour of this Resolution.

Voting exclusion statement: The Company will disregard any votes cast:

- in favour of Resolution 5 by or on behalf of a person who is eligible to participate in the 2025 EPRP or their associates, regardless of the capacity in which the vote is cast; or
- on Resolution 5 by a person who is a member of the Company's Key Management Personnel (KMP) on the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction to the proxy or attorney on how to vote on the Resolution in that way; or
- the Chairman as a proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval of the 2025 Non-Executive Director Option Plan

(a) General

Resolution 6 seeks Shareholder approval, pursuant to Listing Rule 7.2 (Exception 13(b)), for the adoption of the non-executive director incentive scheme known as the 2025 Non-Executive Director Option Plan (2025 NED Option Plan), and to enable Options (including Shares issued upon the exercise of such Options) to be issued under the 2025 NED Option Plan to Non-Executive Directors determined to be eligible under the plan by the Board (**NED Option Plan Eligible Participants**).

A summary of the 2025 NED Option Plan, to be adopted pursuant to Resolution 6, is provided in Annexure D.

The objective of the 2025 NED Option Plan is to assist in the reward, retention and motivation of NED Option Plan Eligible Participants and align the interests of those NED Option Plan Eligible Participants with Shareholders of the Company by providing an opportunity to receive an equity interest in the Company.

Resolution 6 is an ordinary resolution.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 6.



If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 6, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

(b) ASX Listing Rule 7.1 and ASX Listing Rule 7.2 (Exception 13)

A summary of Listing Rules 7.1 and 7.2 (Exception 13(b)) is provided in the Explanatory Statement to Resolution 3.

If Resolution 6 is passed, the Company will be able to issue Options to NED Option Plan Eligible Participants over a period of 3 years. The issue of any Options to NED Option Plan Eligible Participants under the 2025 NED Option Plan (up to the maximum number of Options specified in Section (c)(iv) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1. However, unless an exception applies, the Company will be required to seek Shareholder approval for the issue of any Options issued under the 2025 NED Option Plan to eligible Directors pursuant to Listing Rule 10.14.

If Resolution 6 is not passed, the Company may still issue Options to NED Option Plan Eligible Participants under the 2025 NED Option Plan, but any issue will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Options.

(c) Specific information required by Listing Rule 7.2

The following information in relation to Resolution 6 is provided to Shareholders for the purposes of Listing Rule 7.2 (Exception 13(b)):

- i. The material terms of the 2025 NED Option Plan are summarised in Annexure D.
- ii. This is the first approval sought under Listing Rule 7.2 (Exception 13(b)) with respect to the 2025 NED Option Plan.
- iii. The Company has not issued any equity securities under the 2025 NED Option Plan as this is the first time that Shareholder approval is being sought for the adoption of the 2025 NED Option Plan.
- iv. The maximum number of equity securities proposed to be issued under the 2025 NED Option Plan following Shareholder approval is 1,000,000 Options over a 3-year period.
- v. In 2024 a total of 6,000,000 Director Options were issued to Non-Executive Directors.

Recommendation: Directors eligible to participate in the 2025 NED Option Plan are excluded from voting on Resolution 6 pursuant to the Listing Rules and the Corporations Act. The non-participating Directors recommend that Shareholders vote in favour of this Resolution.

Voting exclusion statement: The Company will disregard any votes cast:

- in favour of Resolution 6 by or on behalf of a person who is eligible to participate in the 2025 NED Option Plan or their associates, regardless of the capacity in which the vote is cast; or





- on Resolution 6 by a person who is a member of the Company's Key Management Personnel (KMP) on the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction to the proxy or attorney on how to vote on the Resolution in that way; or
- the Chairman as a proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval of the proposed issue of Options and Performance Rights to Matthew Torrance and his associates

(a) General

The Proposed Issue

Matthew Torrance is the Company's Chief Executive Officer and a Director of the Company. The Company's Remuneration Report for the year ended 30 June 2025 contains details of Mr Torrance's FY25 remuneration.

Subject to Shareholders approving the adoption of the 2025 ESOP and 2025 EPRP (approval of which is sought pursuant to Resolutions 4 and 5), Resolution 7 seeks Shareholder approval pursuant to, and in accordance with, Listing Rule 10.14, and for all other purposes, to issue:

- Matthew Torrance with 600,000 Options under the 2025 ESOP and 120,000 Performance Rights under the 2025 EPRP;
- Jason Torrance (an associate of Matthew Torrance) with 50,000 Performance Rights under the 2025 EPRP; and
- Andrew Torrance (also an associate of Matthew Torrance) with 50,000 Performance Rights under the 2025 EPRP, **(Proposed Issue)**.

A summary of the material terms of the 2025 ESOP (and the Options to be issued under the 2025 ESOP) is provided in Annexure B.

A summary of the material terms of the 2025 EPRP (and the Performance Rights to be issued under the 2025 EPRP) is provided in Annexure C.



Listing Rule 10.14 and Chapter 2E of the Corporations Act

Listing Rule 10.14 provides that a listed company must not permit a related party (such as a Director) or certain other persons to acquire equity securities under an employee incentive scheme unless it obtains the approval of its Shareholders. As Matthew Torrance is a Director, the Proposed Issue falls within Listing Rule 10.14 and therefore requires the approval of Shareholders.

The issue of Performance Rights under the 2025 EPRP to Jason Torrance and Andrew Torrance is required under Listing Rule 10.14 as both are associates of Matthew Torrance.

The Non-Executive Directors consider that Matthew Torrance's remuneration package (including the proposed grants under the 2025 ESOP and the 2025 EPRP) is reasonable and appropriate having regard to the circumstances of the Company and Mr Torrance's responsibilities as Chief Executive Officer and as a Director of the Company.

The Non-Executive Directors consider that the Proposed Issue is in the Company's interests as it further aligns the interests of the aforementioned with the interests of Shareholders, including by creating a stronger link between the reward of senior executives and performance and the creation of Shareholder value. The Proposed Issue also provides a cost-effective form of remuneration and is designed to promote long term retention and encourage long term Share ownership.

The Non-Executive Directors having considered the Proposed Issue (including having taken into account the circumstances of the Company, the circumstances of the Directors, and the remuneration practices of other similar entities) believe that the financial benefits provided under the Proposed Issue constitute reasonable remuneration, including for the purposes of Chapter 2E of the Corporations Act. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

Options under the 2025 ESOP

A summary of the material terms of the 2025 ESOP (and the Options to be issued under the 2025 ESOP) is provided in Annexure B. The circumstances in which, and the terms on which, Options issued under the 2025 ESOP can be exercised are outlined in Annexure B.

If Resolution 7 is passed, the Company will be able to proceed with the Proposed Issue of a total of 600,000 Options to the aforementioned. If Resolution 7 is not passed, the Company will not be able to proceed with the Proposed Issue and the Board will consider alternative remuneration structures.

Performance Rights under the 2025 EPRP

Each Performance Right under the 2025 EPRP entitle participants in the plan (**Participants**) to receive, upon vesting and exercise, one fully paid Share.

Performance rights will only be vest, and may only be exercised by the Participant, and Shares will only be issued or transferred to the Participant under the plan, if certain performance hurdles are met. The performance hurdles for the Performance Rights to be issued under the Proposed Issue are outlined below.



If Resolution 7 is passed, the Company will be able to proceed with the Proposed Issue of a total of 220,000 Performance Rights to the aforementioned. If Resolution 7 is not passed, the Company will not be able to proceed with the Proposed Issue and the Board will consider alternative remuneration structures.

What performance hurdles apply to the Proposed Issue of Performance Rights under the 2025 EPRP?

The performance hurdles proposed are an external measure, with 100% of Performance Rights to be tested against a relative total shareholder return (TSR) condition.

TSR is determined by comparing the Company's performance to the performance of a group of peer companies selected by the Board. Performance rights subject to the TSR performance hurdle begin to vest at 50% when the Company's TSR performance is at the 50th percentile of the peer group. This focuses management rewards on out-performance of the peer group.

The peer group comprises the companies in ASX 200 Industrials index from time to time. This provides a broad and representative comparative peer group for Australian investors.

TSR will be calculated for a performance period from the grant date for the Performance Rights until the date that is 3 years after that date. The Board will determine at the end of the 3-year performance period whether and the extent to which ASX has met the performance hurdle.

Vesting of Performance Rights issued as part of the Proposed Issue occurs on a sliding scale, as follows:

TSR Rank	Percentage of 2025 Performance Rights that will vest
Below the 50th percentile	0%
Equal to the 50th percentile	50%
Between the 50 th percentile and the 75 th percentile	50% and 100% - straight line pro-rata vesting
Equal to, or exceeds, the 75 th percentile	100%

If the TSR performance hurdle is not met, there is no re-testing and the Performance Rights will lapse.

Vesting of the Performance Rights is also subject to a Participant's continued employment with the Company until the exercise date (unless the Board determines otherwise in the particular circumstances).

In addition, vesting of the Performance Rights is subject to a holistic review of performance at the end of the 3-year performance period, including a review of a Participant's conduct over the performance period.



Does the Board have any discretion to adjust vesting outcomes?

Refer to the summary of the material terms of the 2025 EPRP (and the Performance Rights to be issued under the 2025 EPRP) in Annexure C.

(b) Specific information required by Listing Rule 10.14

A summary of the material terms of the 2025 ESOP (and the Options to be issued under the 2025 ESOP) is provided in Annexure B.

A summary of the material terms of the 2025 EPRP (and the Performance Rights to be issued under the 2025 EPRP) is provided in Annexure C.

The following information is provided in accordance with ASX Listing Rule 10.14 (which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under ASX Listing Rule 10.14):

i. Matthew Torrance:

- being a director of the Company, falls within listing rule 10.14.1;
- is, if approved, to be issued with 600,000 Options under the 2025 ESOP and 120,000 Performance Rights under the 2025 EPRP;
- has a current total annual remuneration package of \$530,000 (plus the Proposed Issue of Options and Performance Rights, performance bonus as well as the use of a fully maintained motor vehicle);
- has not previously been issued with Options under the 2025 ESOP, however, was issued with 3,500,000 Employee Share Option Plan Options in 2024 for nil consideration; and
- has not previously been issued with any Performance Rights.

Shareholders are referred to the FY25 Remuneration Report for further details of Matthew Torrance's remuneration.

ii. Jason Torrance:

- being an associate (brother) of a director of the Company, falls within listing rule 10.14.2;
- is, if approved, to be issued with 50,000 Performance Rights under the 2025 EPRP; and
- has not previously been issued with Performance Rights, however, was issued with 750,000 Employee Share Option Plan Options in 2024 for nil consideration.

iii. Andrew Torrance:

- being an associate (brother) of a director of the Company, falls within listing rule 10.14.2;
- is, if approved, to be issued with 50,000 Performance Rights under the 2025 EPRP; and
- has not previously been issued with Performance Rights, however, was issued with 750,000 Employee Share Option Plan Options in 2024 for nil consideration.





Additional information

- The Options and Performance Rights the subject of the Proposed Issue are granted to the Participants as part of their remuneration. Amounts payable when Options are granted, vest or are exercised are outlined in Annexure B. No amount is payable when Performance Rights are granted, vest or are exercised.
- No loan will be made in relation to the acquisition of Options or Performance Rights.
- Details of any Options issued under the 2025 ESOP and Performance Rights issued under the 2025 EPRP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the 2025 ESOP or Performance Rights under the EPRP after the Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14. A voting exclusion statement in respect of Resolution 7 is set out in this Notice.

When will securities be provided?

If Shareholder approval is obtained, the Options and Performance Rights the subject of the Proposed issue will be allocated following the 2025 Annual General Meeting, and in any event prior to 31 March 2026. So far as the Performance Rights are concerned, if performance hurdles are met, Participants will be entitled to receive Shares following the end of the 3-year performance period in or around November 2028.

Recommendation: The Board (with Matthew Torrance abstaining) recommends that Shareholders vote in favour of Resolution 7.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 7.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 7, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

Voting exclusion statement: The Company will disregard any votes cast:

- in favour of Resolution 7 by or on behalf of Matthew Torrance, Jason Torrance and Andrew Torrance and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2025 ESOP or the 2025 EPRP or their associates, regardless of the capacity in which the vote is cast;
- on Resolution 7 by a person who is a member of the Company's Key Management Personnel (KMP) on the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction to the proxy or attorney on how to vote on the Resolution in that way; or





- the Chairman as a proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval of the proposed issue of Options and Performance Rights to Mark Harrison

(a) General

The Proposed Issue

Mark Harrison is the Company's Chief Financial Officer and a Director of the Company. The Company's Remuneration Report for the year ended 30 June 2025 contains details of Mr Harrison's FY25 remuneration.

Subject to Shareholders approving the adoption of the 2025 ESOP and 2025 EPRP (approval of which is sought pursuant to Resolutions 4 and 5), Resolution 8 seeks Shareholder approval pursuant to, and in accordance with, Listing Rule 10.14, and for all other purposes, to issue Mark Harrison with 500,000 Options under the 2025 ESOP and 100,000 Performance Rights under the 2025 EPRP (**Proposed Issue**).

A summary of the material terms of the 2025 ESOP (and the Options to be issued under the 2025 ESOP) is provided in Annexure B.

A summary of the material terms of the 2025 EPRP (and the Performance Rights to be issued under the 2025 EPRP) is provided in Annexure C.

Listing Rule 10.14 and Chapter 2E of the Corporations Act

Listing Rule 10.14 provides that a listed company must not permit a related party (such as a Director) or certain other persons to acquire equity securities under an employee incentive scheme unless it obtains the approval of its Shareholders. As Mark Harrison is a Director, the Proposed Issue falls within Listing Rule 10.14 and therefore requires the approval of Shareholders.

The Non-Executive Directors consider that Mark Harrison's remuneration package (including the proposed grants under the 2025 ESOP and the 2025 EPRP) is reasonable and appropriate having regard to the circumstances of the Company and Mr Harrison's responsibilities as Chief Financial Officer and as a Director of the Company.

The Non-Executive Directors consider that the Proposed Issue is in the Company's interests as it further aligns the interests of Mr Harrison with the interests of Shareholders, including by creating a stronger link between the reward



of senior executives and performance and the creation of Shareholder value. The Proposed Issue also provides a cost-effective form of remuneration and is designed to promote long term retention and encourage long term Share ownership.

The Non-Executive Directors having considered the Proposed Issue (including having taken into account the circumstances of the Company, the circumstances of the Directors, and the remuneration practices of other similar entities) believe that the financial benefits provided under the Proposed Issue constitute reasonable remuneration, including for the purposes of Chapter 2E of the Corporations Act. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

Options under the 2025 ESOP

A summary of the material terms of the 2025 ESOP (and the Options to be issued under the 2025 ESOP) is provided in Annexure B. The circumstances in which, and the terms on which, Options issued under the 2025 ESOP can be exercised are outlined in Annexure B.

If Resolution 8 is passed, the Company will be able to proceed with the Proposed Issue of a total of 600,000 Options to the aforementioned. If Resolution 8 is not passed, the Company will not be able to proceed with the Proposed Issue and the Board will consider alternative remuneration structures.

Performance Rights under the 2025 EPRP

Each Performance Right under the 2025 EPRP entitle participants in the plan (**Participants**) to receive, upon vesting and exercise, one fully paid Share. Details in relation to the Performance Rights to be issued under the 2025 EPRP are provided in the Explanatory Statement for Resolution 7. Those details are also applicable to the Performance Rights proposed to be issued to Mr Harrison.

If Resolution 8 is passed, the Company will be able to proceed with the Proposed Issue of a total of 220,000 Performance Rights to the aforementioned. If Resolution 8 is not passed, the Company will not be able to proceed with the Proposed Issue and the Board will consider alternative remuneration structures.

What performance hurdles apply to the Proposed Issue of Performance Rights under the 2025 EPRP?

The Performance Rights proposed to be issued to Mr Harrison are subject to the same performance hurdles as those applicable to Matthew Torrance as outlined in the Explanatory Statement for Resolution 7. Those details are also applicable to the Performance Rights proposed to be issued to Mr Harrison.

Vesting of the Performance Rights is also subject to a Participant's continued employment with the Company until the exercise date (unless the Board determines otherwise in the particular circumstances).

In addition, vesting of the Performance Rights is subject to a holistic review of performance at the end of the 3-year performance period, including a review of a Participant's conduct over the performance period.

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Does the Board have any discretion to adjust vesting outcomes?

Refer to the summary of the material terms of the 2025 EPRP (and the Performance Rights to be issued under the 2025 EPRP) in Annexure C.

(b) Specific information required by Listing Rule 10.14

A summary of the material terms of the 2025 ESOP (and the Options to be issued under the 2025 ESOP) is provided in Annexure B.

A summary of the material terms of the 2025 EPRP (and the Performance Rights to be issued under the 2025 EPRP) is provided in Annexure C.

The following information is provided in accordance with ASX Listing Rule 10.14 (which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under ASX Listing Rule 10.14):

Mark Harrison:

- being a director of the Company, falls within listing rule 10.14.1;
- is, if approved, to be issued with 500,000 Options under the 2025 ESOP and 100,000 Performance Rights under the 2025 EPRP;
- has a current total annual remuneration package of \$405,000 (plus the Proposed Issue of Options and Performance Rights, performance bonus as well as the use of a fully maintained motor vehicle);
- has not previously been issued with Options under the 2025 ESOP, however, was issued with 2,500,000 Employee Share Option Plan Options in 2024 for nil consideration; and
- has not previously been issued with any Performance Rights.

Shareholders are referred to the FY25 Remuneration Report for further details of Mark Harrison's remuneration.

Additional information

- The Options and Performance Rights the subject of the Proposed Issue are granted to the Participants as part of their remuneration. Amounts payable when Options are granted, vest or are exercised are outlined in Annexure B. No amount is payable when Performance Rights are granted, vest or are exercised.
- No loan will be made in relation to the acquisition of Options or Performance Rights.
- Details of any Options issued under the 2025 ESOP and Performance Rights issued under the 2025 EPRP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the 2025 ESOP or Performance Rights under the EPRP after the Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14. A voting exclusion statement in respect of Resolution 8 is set out in this Notice.



When will securities be provided?

If Shareholder approval is obtained, the Options and Performance Rights the subject of the Proposed issue will be allocated following the 2025 Annual General Meeting, and in any event prior to 31 March 2026. So far as the Performance Rights are concerned, if performance hurdles are met, Participants will be entitled to receive Shares following the end of the 3-year performance period in or around November 2028.

Recommendation: The Board (with Mark Harrison abstaining) recommends that Shareholders vote in favour of Resolution 8.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 8.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 8, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

Voting exclusion statement: The Company will disregard any votes cast:

- in favour of Resolution 8 by or on behalf of Mark Harrison and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2025 ESOP or the 2025 EPRP or their associates, regardless of the capacity in which the vote is cast;
- on Resolution 8 by a person who is a member of the Company's Key Management Personnel (KMP) on the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction to the proxy or attorney on how to vote on the Resolution in that way; or
- the Chairman as a proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Resolution 9 – Approval of the proposed issue of Options to Bill Wavish

(a) General

Subject to Shareholders approving the adoption of the 2025 NED Option Plan (approval of which is sought pursuant to Resolution 6), Resolution 9 seeks Shareholder approval pursuant to, and in accordance with Listing Rule 10.14 and for all other purposes to issue Bill Wavish with 500,000 Options under the 2025 NED Option Plan (**Proposed Issue**).

Listing Rule 10.14 provides that a listed company must not permit a related party (such as a director) or certain other persons to acquire equity securities under an employee incentive scheme unless it obtains the approval of its Shareholders. The Proposed Issue falls within Listing Rule 10.14 and therefore requires the approval of Shareholders.

The Board considers that the grant of the above Options under the 2025 NED Option Plan is in the Company's interests as it further aligns the interests of Mr Wavish with the interests of Shareholders in order to maximise Shareholder value. Further, the issue of the Options provides a form of cost-effective remuneration and is designed to promote long term retention and encourage long term Share ownership.

The Board having considered the Proposed Issue (and taking into account the circumstances of the Company, the circumstances of the Directors and the remuneration practices of other similar entities) considers that the financial benefits provided under the Proposed Issue constitute reasonable remuneration. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

A summary of the material terms of the 2025 NED Option Plan (and the Options to be issued under the 2025 NED Option Plan) is provided in Annexure D.

If Resolution 9 is passed, the Company will be able to proceed with the Proposed Issue of a total of 500,000 Options to Mr Wavish. If Resolution 9 is not passed, the Company will not be able to proceed with the Proposed Issue and the Board will consider alternative remuneration structures.

(b) Specific information required by Listing Rule 10.14

The following information is provided in accordance with ASX Listing Rule 10.14 (which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under ASX Listing Rule 10.14):

Bill Wavish:

- being a director of the Company, falls within listing rule 10.14.1.
- is, if approved, to be issued with 500,000 Options under the 2025 NED Option Plan
- has a current total annual remuneration package of \$300,000 (plus the Proposed Issue of Options)
- has not previously been issued with Options under the 2025 NED Option Plan however was issued with 4,000,000 Director Options in 2024 for nil consideration.



The Options are being used as an incentive and retention mechanism for Non-Executive Directors to provide cost effective remuneration. Interests in equities provide greater alignment with Shareholders' interests by enabling holders to ultimately acquire Shares provided that the relevant criteria are met.

It is proposed that Bill Wavish be issued his respective Options as soon as possible following Shareholder approval, but no later than 31 March 2026.

Details of any Options issued under the 2025 NED Option Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the 2025 NED Option Plan after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule. A voting exclusion statement in respect of Resolution 9 is set out in the Notice.

Recommendation: The Board (with Bill Wavish abstaining) recommends that Shareholders vote in favour of Resolution 9.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 9.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 9, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

Voting exclusion statement: The Company will disregard any votes cast:

- in favour of Resolution 9 by or on behalf of Bill Wavish and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2025 NED Option Plan or their associates, regardless of the capacity in which the vote is cast;
- on Resolution 9 by a person who is a member of the Company's Key Management Personnel (KMP) on the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction to the proxy or attorney on how to vote on the Resolution in that way; or
- the Chairman as a proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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- 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 Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10 – Approval of the proposed issue of Options to Aimee Travis

(a) General

Subject to Shareholders approving the adoption of the 2025 NED Option Plan (approval of which is sought pursuant to Resolution 6), Resolution 10 seeks Shareholder approval pursuant to, and in accordance with Listing Rule 10.14 and for all other purposes to issue Aimee Travis with 500,000 Options under the 2025 NED Option Plan (**Proposed Issue**).

Listing Rule 10.14 provides that a listed company must not permit a related party (such as a director) or certain other persons to acquire equity securities under an employee incentive scheme unless it obtains the approval of its Shareholders. The Proposed Issue falls within Listing Rule 10.14 and therefore requires the approval of Shareholders.

The Board considers that the grant of the above Options under the 2025 NED Option Plan is in the Company's interests as it further aligns the interests of Mrs Travis with the interests of Shareholders in order to maximise Shareholder value. Further, the issue of the Options provides a form of cost-effective remuneration and is designed to promote long term retention and encourage long term Share ownership.

The Board having considered the Proposed Issue (and taking into account the circumstances of the Company, the circumstances of the Directors and the remuneration practices of other similar entities) considers that the financial benefits provided under the Proposed Issue constitute reasonable respective remuneration. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

A summary of the material terms of the 2025 NED Option Plan (and the Options to be issued under the 2025 NED Option Plan) are set out within Annexure D.

If Resolution 10 is passed, the Company will be able to proceed with the Proposed Issue of a total of 500,000 Options to Mrs Travis. If Resolution 10 is not passed, the Company will not be able to proceed with the Proposed Issue and the Board will consider alternative remuneration structures.

(b) Specific information required by Listing Rule 10.14

The following information is provided in accordance with ASX Listing Rule 10.14 (which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under ASX Listing Rule 10.14):

Aimee Travis:

- being a director of the Company, falls within listing rule 10.14.1;
- is, if approved, to be issued with 500,000 Options under the 2025 NED Option Plan;



- has a current total annual remuneration package of \$150,000 (plus the Proposed Issue of Options); and
- has not previously been issued with Options under the 2025 ESOP, however, was issued with 2,000,000 Advisor Options in 2024 for nil consideration (Options were issued to Travis Law Pty Ltd of which Aimee is a director).

The Options are being used as an incentive and retention mechanism for Non-Executive Directors to provide cost effective remuneration. Interests in equities provide greater alignment with Shareholders' interests by enabling holders to ultimately acquire Shares provided that the relevant criteria are met.

It is proposed that Aimee Travis be issued her respective Options as soon as possible following Shareholder approval, but no later than 31 March 2026.

Details of any Options issued under the 2025 NED Option Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the 2025 NED Option Plan after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule. A voting exclusion statement in respect of Resolution 10 is set out in the Notice.

Recommendation: The Board (with Aimee Travis abstaining) recommends that Shareholders vote in favour of Resolution 10.

The Chairman intends to vote all open and undirected proxies in favour of Resolution 10.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 10, by returning the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 10 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

Voting exclusion statement: The Company will disregard any votes cast:

- in favour of Resolution 9 by or on behalf of Aimee Travis and each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 2025 NED Option Plan or their associates, regardless of the capacity in which the vote is cast;
- on Resolution 9 by a person who is a member of the Company's Key Management Personnel (KMP) on the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on the Resolution by:

- a person as a proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction to the proxy or attorney on how to vote on the Resolution in that way; or





- the Chairman as a proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales

Alfabs means Alfabs Australia Limited (ACN 674 455 442)

Annual Financial Report means the 2025 Annual Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 30 September 2025

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

Auditor's Report means the auditor's report of Pitcher Partners NH Partnership Newcastle dated 25 August 2025 included in the Annual Financial Report

Board means the current board of directors of the Company

Chairman means the person chairing the Meeting

Company means Alfabs

Directors' Report means the report of Directors included in the Annual Financial Report

Explanatory Statement means the explanatory statement that forms part of this Notice of Meeting

FY25 means the financial year ended 30 June 2025

Gift Offer Plan Eligible Participant has the meaning given in the Explanatory Statement to Resolution 3

Group Member means Alfabs Australia Limited (ACN 674 455 442) or any of its subsidiaries

KMP means key management personnel (including the Directors) of the Company whose remuneration details are included in the Remuneration Report

Listing Rules means the Listing Rules of ASX

Meeting means the Annual General Meeting on 24th November 2025

NED Option Plan Eligible Participants has the meaning given in the Explanatory Statement to Resolution 6

Notice of Meeting means this notice of annual general meeting, including the Explanatory Statement

Option Eligible Participants has the meaning given in the Explanatory Statement to Resolution 4

Performance Right Eligible Participants has the meaning given in the Explanatory Statement to Resolution 5

Proxy Form means the Proxy Form accompanying this Notice of Meeting

Remuneration Report means the remuneration report set out in the Annual Financial Report





Resolutions means the Resolutions set out in this Notice of Meeting, or any one or more 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

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Annexure A – Summary of 2025 Employee Gift Plan

The material terms of the 2025 Employee Gift Plan are summarised below:

Term	Description
Eligibility	<p>A person will be eligible to participate in the 2025 Employee Gift Plan (Plan) if they are a permanent full-time or part-time employee of the Alfabs Group in Australia, who:</p> <ul style="list-style-type: none"> • has completed probation; • is not an executive or Non-Executive Director, or an associate of them; • is not a KMP or holder of options or performance rights in the Company; • is not on a performance improvement plan; and • has not given or received notice of termination, <p>(Eligible Employee).</p>
Offer	<p>Eligible Employees are invited on a once off basis to apply for \$1,000 worth of fully paid ordinary shares in the Company (Shares), fully funded by the Company (i.e. no payment is required from the employee).</p> <p>Invitations are personal and non-transferable.</p>
Number of Shares	<p>The number of Shares allocated is calculated by dividing \$1,000 by the weighted average closing price of Shares over the 5 trading days before the Grant Date, rounded as necessary.</p> <p>Shares are subject to a holding lock for the Restriction Period (see below).</p>
Grant Date	<p>Shares are expected to be granted by 31 March 2026 (subject to change at the Board's discretion).</p> <p>If a person ceases to be an Eligible Employee, including because their employment with the Company ceases prior to the Grant Date, the Shares will not be issued.</p>
Restriction Period	<p>Shares cannot be sold, transferred, or otherwise dealt with until the earliest of:</p> <ul style="list-style-type: none"> • 3 years from the date of issue, or • cessation of employment with the Group. <p>The Board may vary restrictions in the event of a takeover or restructure.</p>



	If employment ceases after allocation, all restrictions on dealing with the Shares are lifted.
Tax	<p>The value of the Shares is generally assessable income of the employee. Employees may reduce their taxable income by up to \$1,000 if:</p> <ul style="list-style-type: none"> • their taxable income after adjustments is \$180,000 or less; • they and their associates hold $\leq 10\%$ of the issued Shares in the Company after the grant; and • they are an employee of the Company. <p>To access this tax concession, Shares must be held for at least 3 years or until employment ends.</p>
After Restriction Period	After restrictions lift, employees may sell or otherwise deal with their Shares.
Rights Attaching to Shares	From issue, Shares carry the same rights as all ordinary Shares, including voting and dividends.
Securities Trading Policy	Employees must comply with the Company's Securities Trading Policy when dealing in Shares.
No Obligation	Participation is voluntary and has no impact on employment status or conditions.
Risks and Advice	Employees are encouraged to seek independent advice before participating. Shares may fluctuate in value and are a speculative investment.



Annexure B – Summary of 2025 Employee Share Option Plan

The material terms of the 2025 Employee Share Option Plan are summarised below:

Term	Description
Eligibility	<p>To be eligible to participate in the 2025 Employee Share Option Plan (Plan), a person must be, in relation to the Group:</p> <ul style="list-style-type: none"> • a full-time or part-time employee; • an executive director; • a contractor/consultant providing $\geq 40\%$ of a comparable full-time role; • a person invited on condition they become one of the foregoing; or • any other person the Board determines, <p>(Eligible Employee).</p> <p>The Board will in its absolute discretion determine those Eligible Employees who will receive Invitations. No Eligible Person has any right or entitlement of any kind to receive an Invitation.</p>
Cessation of employment / eligibility	<p>A Participant ceases to be eligible if they no longer meet the eligibility criteria, if their employer ceases to be a Group member, or by Board determination.</p> <p>On cessation, the Board may determine treatment (including requiring exercise within a period/conditions or lapse/forfeiture), including via terms set out in the Invitation.</p> <p>Options are not transferable and the Company will not apply for quotation of Options on the ASX or other exchange.</p>
Invitations and acceptance	<p>The Board may invite Eligible Employees to apply for Options in accordance with the rules of the Plan (Terms) and any additional terms it determines.</p> <p>An Invitation will state:</p> <ul style="list-style-type: none"> • type and number of Options (or method for calculating); • Exercise Price (if any); • Vesting Conditions (if any); • any Restriction Period; • any Financial Assistance offered;



	<ul style="list-style-type: none"> • acceptance period; • triggers for lapsing; and • any other Board-determined terms. <p>Acceptance binds the Participant to the Terms, the Invitation terms and conditions, the Constitution and the Securities Trading Policy.</p> <p>The Board may refuse to grant Options after acceptance in specified cases.</p>
Exercise period	Subject to Vesting Conditions (if any) being satisfied, Options are exercisable from 36 months after the Option Certificate date (or later if specified in the Invitation) until 5:00 pm AEST on the date 48 months after the Option Certificate date.
Exercise price	<p>A\$0.60 per Option unless the Board determines otherwise in an Invitation, subject to adjustment under the PPlan's capital-event provisions.</p> <p>Shares issued on exercise of the Options will rank equally in all respects with Shares of the same class for the time being on issue and the Company will apply for the Shares to be quoted on the ASX.</p>
Entitlement on exercise	<p>Unless the Board determines otherwise in an Invitation, each Option entitles the Participant to subscribe for and be allotted ordinary shares in the Company (Shares).</p> <p>Shares issued on exercise rank equally with existing Shares, are subject to the Constitution and any ASX or Company required escrow requirements. Shares will become freely tradeable after any restriction expires.</p> <p>There is no cap on the number of Options that may be exercised at one time.</p>
Method of exercise and allotment	The Company must allot Shares and issue a holding statement within 5 Business Days of receiving a valid notice of exercise and payment.
Lapse / expiry	<p>Options lapse on the earlier of:</p> <ul style="list-style-type: none"> • notification from the Participant that it has elected to surrender the Options; • failure to meet a Vesting Condition; • the final exercise date/time; • the end of any change-of-control exercise window; • any other date specified in the Terms; and • liquidation.



Nominee arrangements	<p>With Board approval, a Participant may nominate a Nominee to receive Options or Shares on exercise.</p> <p>The Participant continues to be treated as the Participant for restraint, restriction, vesting, forfeiture rights and obligations, and the Nominee must enter a deed agreeing to be bound by the Terms.</p>
Trading and compliance	Participants must comply with the Securities Trading Policy, any direction given by the Company on exercising Options or dealing with the Shares, the Listing Rules and applicable Laws.
Quotation	The Company will use best endeavours to obtain quotation of Shares issued on exercise within 5 Business Days of allotment, with no assurance that quotation will be granted.
Adjustments (capital actions and dividends)	<p>On a pro-rata cash issue, the Exercise Price may be reduced in accordance with the formula in the Listing Rules.</p> <p>On a pro-rata bonus issue, the number of Shares per Option may increase to the number that would have been received if exercised before the record date (with Exercise Price unchanged unless Listing Rules require).</p> <p>If a special dividend exceeds prior-year earnings, the Board may reduce the Exercise Price by a commensurate amount, subject to the Listing Rules.</p>
Reconstructions and new issues	<p>On reconstructions and reorganisations (consolidations, subdivisions, capital returns, etc.), Options and/or Exercise Price will be reconstructed consistently with the Listing Rules, with the intent not to confer benefits beyond those to Shareholders.</p> <p>Unless an exception applies, no participation in new issues without first exercising Options.</p>
Control transactions	<p>On a takeover offer/announcement, the Company must notify Optionholders within 10 Business Days and Optionholders then have 60 days from the notice to exercise notwithstanding other terms. Options lapse if not exercised within that period.</p> <p>If a scheme of arrangement is approved, the Company will notify a period during which Options may be exercised. Options lapse if not exercised within that period.</p>
Financial assistance	The Company may provide Financial Assistance for some/all of the Exercise Price, including Salary Sacrifice or a Company loan under a Loan Agreement, which must set out the interest to apply (if any determined by the Board) and the repayment obligations (e.g., 3 months from Cessation Date, on vesting, on



	<p>change of control window expiry, on Insolvency Event, for material breach not remedied within 30 days, Plan termination +30 days, or on demand).</p> <p>Unless the Board determines otherwise, a loan is limited recourse. To the extent permitted by law, the Participant grants a Security Interest over Shares attaching to Options (and related distributions) to secure amounts owing; the Company may retain Share certificates, apply a holding lock (if listed), and register the security on the PPSR.</p>
Costs and taxes	The Company pays establishment and administration costs while the Participants bear exercise, sale and transfer costs and are responsible for all taxes and withholdings arising from the Options and underlying Shares.
Amendment power	<p>The Company may amend or add to the Terms without Optionholder approval where changes are of a formal minor or technical nature, cure ambiguity or error, are expedient for offers in other jurisdictions without being materially prejudicial, or are required to comply with Law, the Listing Rules or other statutory authority.</p> <p>Otherwise, written Optionholder approval is required for any amendment. Issuing Options/Shares (or other non-priority classes) is not a variation or abrogation of rights.</p>
Relationship and no compensation	<p>Participation does not affect employment or engagement rights and does not form part of any employment contract.</p> <p>Participants acknowledge they have no right or expectation of further grants and no compensation for loss or reduction of rights or in connection with administration, suspension, termination, amendment, or lapse/forfeiture of Options.</p>
Access to Company records	Option holders are entitled to access the same reports and account information as is presented to Shareholders.
No right to vote	Option holders do not have a right to attend or vote at meetings of Shareholders.





Annexure C – Summary of 2025 Employee Performance Rights Plan

The material terms of the 2025 Employee Performance Rights Plan are summarised below:

Term	Description
Purpose	<p>The objectives of the 2025 Employee Performance Rights Plan (Plan) are to assist in the reward, retention and motivation of Participants and to create a stronger link between the reward of Participants and performance and the creation of shareholder value by providing an opportunity for Participants to receive an equity interest in the Company.</p>
Eligibility and Invitations	<p>The Board may issue an invitation (Invitation) to apply to participate in the Plan to any current or prospective full-time, part-time or casual employee or director of, or individual who provides services to, the Company or any subsidiary or other related body corporate of the Company (Eligible Person).</p> <p>The Board will in its absolute discretion determine those Eligible Person who will receive Invitations. No Eligible Person has any right or entitlement of any kind to receive an Invitation.</p> <p>An Invitation to an Eligible Person to apply to participate in the Plan may be made on such terms and conditions as the Board determines. An Invitation will invite the Eligible Person to apply for a grant of a specified number of Performance Rights, each of which is exercisable into one fully paid ordinary share in the Company (or such other number of ordinary shares specified in the Invitation) on satisfaction of specified Performance Hurdles for the specified Performance Period.</p> <p>The Invitation will set out (among other things) the number of Performance Rights (or the method for calculating the number of Performance Rights) which are capable of becoming exercisable if the Performance Hurdles for the relevant Performance Period are met.</p> <p>The Performance Hurdles applicable to any Performance Period relating to Performance Rights will also be set out in the Invitation, including the applicable Test Date(s).</p> <p>An Invitation is not transferable or capable of being acted upon by any person other than the Eligible Person to whom it is addressed, provided that the Eligible Person may nominate an Eligible Nominee to receive the Shares on exercise of the Performance Right (as outlined below).</p>





Acceptance and Application for Performance Rights	An Eligible Person who receives an Invitation may accept the invitation to apply to participate in the Plan by submitting an application to the Company for a grant of Performance Rights under the Plan on the terms and conditions specified in the rules of the Plan and the Invitation (Terms of the Plan), in accordance with the Invitation (Application).
Grant of Performance Rights	<p>If the Board accepts an Application, the Company will grant to the Participant the number of Performance Rights as set out in the Invitation or, if fewer, the Application.</p> <p>Performance Rights will not be quoted on the ASX.</p> <p>An Eligible Person who receives a grant of Performance Rights under the Plan is referred to as a “Participant”.</p>
Consideration for grant of Performance Rights	No consideration is payable by a Participant for a grant of Performance Rights.
No participation	<p>Unless and until a Vested Performance Right is exercised and the relevant Shares are either issued or transferred to the Participant, a Participant has no interest in any Shares.</p> <p>A Participant holding a Performance Right under the Plan has no rights to dividends or other distributions of or from the Company.</p> <p>A Participant holding a Performance Right under the Plan has no right to attend or vote at general meetings of the Company.</p> <p>A Participant will be sent all financial reports required to be presented to Shareholders in a general meeting and all notices of general meetings of the Company.</p>
Eligible Nominee	<p>Subject to approval by the Board, a Participant may nominate an Eligible Nominee to whom the Performance Rights or Shares upon exercise will be issued or transferred in place of the Participant. The Participant will remain responsible for satisfaction of Performance Hurdles for the Performance Rights.</p> <p>An Eligible Nominee is a spouse, parent, child or sibling of the Eligible Person, a body corporate controlled by the Eligible Person or any spouse, parent, child or sibling of the Eligible Person, or a body corporate that is a trustee of a self-managed superannuation fund where the Eligible Person is a director of the trustee.</p>



Restrictions on dealing in respect of Performance Rights	A Participant may not sell, transfer, assign, dispose of, encumber or otherwise deal with any Performance Right, other than where such dealing occurs by force of Law upon the death of the Participant to the Participant's legal personal representative.
Vesting and exercise of Performance Rights	<p>As soon as reasonably practicable after each Test Date applicable to any Performance Period, the Board will determine in respect of each Participant as at that Test Date:</p> <ul style="list-style-type: none"> whether, and to what extent, the Performance Hurdles applicable up to the Test Date have been satisfied; the number of Performance Rights (if any) that will become Vested Performance Rights as at the Test Date; the number of Performance Rights (if any) that will lapse as a result of the non-satisfaction of Performance Hurdles as at the Test Date; and the number of Performance Rights (if any) in respect of the Performance Period that continue as Unvested Performance Rights, <p>and will provide written notification to each Participant as to that determination.</p> <p>A participant may exercise a Vested Performance Right by providing a completed and signed Notice of Exercise to the Company Secretary before the Last Exercise Date for the Performance Right. The Last Exercise Date will be specified in the Invitation but will normally be the date which is 12 months after the Vesting Date for the Performance Right. There is no restriction on the number of Performance Rights that may be exercised at any one time.</p> <p>Following exercise of a Performance Right, the Company must issue and allot or transfer to the Participant exercising the Performance Right the number of Shares in respect of which the Performance Right has been exercised.</p>
No consideration on exercise of Performance Right	No consideration is payable by a Participant on the exercise of Vested Performance Rights.
Shares acquired on exercise of Performance Rights	<p>Unless the Board specified otherwise in the Invitation, each Share issued on the exercise of a Performance Right will rank equally with all existing Shares on issue as at the exercise date.</p> <p>Shares issued on the exercise of Performance Rights may be subject to a restriction that they may not be transferred, disposed of or otherwise dealt with until a restriction period has expired.</p>



	<p>A Participant must comply with:</p> <ul style="list-style-type: none"> the Company's Securities Trading Policy; any prohibition or restriction on dealing specified in the Invitation; any escrow restrictions imposed on any Restricted Share by the Company or the ASX; any other direction given by the Company relating to restrictions on exercising Performance Rights or dealing in respect of any Restricted Shares; and all applicable Laws, the Listing Rules and the Constitution relating to any Performance Rights and any Shares to be issued or transferred on exercise of any Performance Rights. <p>The Company will apply to the ASX and use its best endeavour to obtain quotation of all Shares issued on the exercise of any Performance Rights as soon as reasonably practicable and in any event within 5 Business Days of the date of issue and allotment of the Shares.</p>
Lapse of Performance Rights	<p>Unless the Board otherwise determines in its absolute discretion, a Performance Right lapses, to the extent it has not been exercised, on the earlier to occur of:</p> <ul style="list-style-type: none"> where Performance Hurdles have not been satisfied on the Test Date, the date the Board determines the number of Performance Rights (if any) that will lapse because of the non-satisfaction of Performance Hurdles as at the Test Date; a Participant ceasing to be an Eligible Person and the Board determines that the Participant's Performance Right will lapse as a result, the date the Performance Right lapses; the Board determines that the Performance Right lapses due to the Participant's breach, fraud, dishonesty or misconduct or on the occurrence of a change of control event (as outlined below); the date the Performance Right lapses due to a contravention by the Participant of the dealing prohibition or the liquidation of the Company (as outlined above); the Last Exercise Date, being the date that is 12 months after the Vesting Date; and receipt by the Company of a notice from the Participant that the Participant has elected to surrender the Performance Right; and the Performance Right lapsing in accordance with any other provision of the Plan Terms.





Cessation as an Eligible Person	If a Participant ceases to be an Eligible Person (including because the Participant ceases to be employed or engaged by a Group Member), the Board in its absolute discretion will determine the extent to which any Unvested Performance Rights or unexercised Vested Performance Rights of the Participant will lapse and will notify the Participant of this determination.
Breach, fraud, dishonesty or other misconduct	If, in the opinion of the Board, a Participant acts fraudulently or dishonestly, is in material breach of their obligations to a Group Member, or otherwise found, in the reasonable opinion of the Board, to have engaged in misconduct in connection with a Group Member, then the Board may in its absolute discretion determine that any or all of the Participant's Unvested Performance Rights and/or unexercised Vested Performance Rights will lapse and the Board's decision will be final and binding.
Winding up	In the event of the liquidation of the Company, all Unvested Performance Rights and all unexercised Vested Performance Rights will lapse.
Participation in other new issues of Shares by the Company	Unless an exception under the Listing Rules applies, a Performance Right does not confer on the Participant the right to participate in other new issues of Shares or other securities by the Company.
Bonus issues	Where and to the extent permitted under the Listing Rules, in the event the Company proceeds with a bonus issue of Shares to Shareholders, the Board may in its absolute discretion, subject to the Listing Rules, determine that the number of Shares the subject of a Performance Right will be increased by the number of Shares which the Participant would have received if the Performance Right had been exercised before the record date of the bonus issue.
Change of Control Events	<p>If a Change of Control Event occurs, or the Board determines such event is likely to occur, then, unless the Board determines otherwise, all of a Participant's Unvested Performance Rights that have not lapsed will become Vested Performance Rights; and the Board will promptly notify each Participant in writing that they may, within the period specified in the notice (Change of Control Notice Period), exercise Vested Performance Rights.</p> <p>A Change of Control Event includes a takeover and where one or more associated persons acting in concert have acquired or are likely to acquire "control" of the Company as defined in section 50AA of the Corporations Act.</p> <p>Unless the Board determines otherwise, Vested Performance Rights that are not exercised by the end of the Change of Control Notice Period will lapse at the end of the Change of Control Notice Period.</p>





Variation of share capital	<p>If, prior to the vesting and/or exercise of a Performance Right, there is a reconstruction or reorganisation of the issued share capital of the Company (including a consolidation, subdivision or reduction of share capital, return of capital to Shareholders, a demerger (in whatever form) or other distribution in specie), the Board may make such adjustments as it considers appropriate and equitable in accordance with the Listing Rules.</p>
Administration of the Plan	<p>The Plan will be administered by the Board. The Board has the power to:</p> <ul style="list-style-type: none"> determine appropriate procedures for administration of the Plan consistent with the Plan Terms; waive any breach of the Plan Terms by a Participant; appoint or engage service providers for the operation and administration of the Plan; delegate to any one or more persons (including, but not limited to, a committee or sub-committee of the Board) for any period and on any conditions it may determine, the exercise of any of its powers and discretions arising under or in connection with the Plan. <p>If there is any dispute or disagreement as to the interpretation of this Plan, the Performance Rights, Performance Hurdles or any other matter relating to the Plan in any way whatsoever, the decision of the Board is final and binding upon all persons.</p> <p>The Plan may be terminated or suspended at any time by resolution of the Board and notification to the ASX in accordance with the Listing Rules.</p>
Listing Rules	<p>The terms and conditions of the Plan must at all times comply with the Listing Rules. If there is any inconsistency between the terms and conditions of the Plan and the Listing Rules, then the Listing Rules will prevail.</p>
Amendment of Plan Terms	<p>The Board may, without requiring the approval, consent or agreement of any Participants, amend, add to or repeal or any of the Plan Terms, provided no amendment or addition to or repeal of the Plan Terms is to reduce the existing rights of any Participant in respect of any accepted Application that had commenced prior to the date of the amendment, addition or repeal, other than with the consent of the Participant or where the amendment addition or repeal is:</p> <ul style="list-style-type: none"> of a minor or technical nature; introduced primarily to cure any ambiguity or correct any manifest error or mistake;





introduced primarily for the purpose of complying with or conforming to a present or future State, Territory or Commonwealth legal requirement governing, regulating or effecting the maintenance or operation of the Plan or like plans;

to address possible adverse tax implications for Participants generally or the Company arising from:

- a ruling of any relevant taxation authority;
- a change to tax legislation or the application or termination of the legislation or any other statute or law (including an official announcement by any relevant taxation or government authority);
- a change in interpretation of tax legislation by a court of competent jurisdiction or by any relevant taxation authority, or
- to enable the Company to comply with the Corporations Act or the Listing Rules;

is necessary to comply with the provisions of any Law, the Listing Rules, the Constitution or the requirements of Government Authority,

and in any other case, will not materially adversely affect the rights of the Participants or Shareholders as a whole.



Annexure D – Summary of 2025 NED Option Plan

The material terms of the 2025 NED Option Plan are summarised below:

Term	Description
Eligibility	<p>To be eligible to receive Options under the 2025 NED Option Plan, a recipient must be a current Non-Executive Director of the Company.</p> <p>The Board will in its absolute discretion determine those eligible Directors who will receive Invitations. No Director has any right or entitlement of any kind to receive an Invitation.</p>
Options and consideration	<p>Each Option entitles the Optionholder to subscribe for and be allotted one ordinary share in the Company (Share). Shares issued on exercise rank equally with existing Shares, are subject to the Constitution and any applicable escrow requirements. Once any restriction expires, Shares are freely tradeable, however Options are not transferrable and will not be quoted.</p> <p>Options issued under the 2025 NED Option Plan will be issued for nil cash consideration unless otherwise required by the Offer.</p>
Exercise Price	<p>A\$0.60 per Option.</p> <p>Shares issued on exercise of the Options will rank equally in all respects with Shares of the same class for the time being on issue and the Company will apply to the Exchange for the Shares to be quoted on the ASX.</p>
Exercise period	<p>Options may be exercised from 36 months after the date of grant to 48 months post issue of the Options.</p>
Vesting conditions	<p>Options issued under the 2025 NED Option Plan may be subject to vesting conditions as determined by the Board in its discretion and as specified in the Offer (Vesting Conditions).</p> <p>Options may be subject to any escrow restrictions imposed by the ASX.</p>
Ongoing eligibility	<p>If any Optionholder ceases to be a current member of the Board, the Board may determine how an Optionholder's Options will be treated including:</p> <ul style="list-style-type: none"> the Options may be required to be exercised within a period or upon satisfaction of a condition as specified by the Board; or the Options may be lapsed or forfeited.



	<p>All Options that have not been exercised will lapse on the earlier of the:</p> <ul style="list-style-type: none"> • receipt by the Company of a notice from the Optionholder that the Optionholder has elected to surrender the Options; or • the expiry of the final date and time for exercising the Options.
Expiry and lapsing	<p>Unexercised Options lapse upon:</p> <ul style="list-style-type: none"> • the Optionholder giving notice they surrender the Options; • reaching the final exercise date/time; • failing to exercise within any takeover/scheme exercise window (see Corporate Control below); or • liquidation.
Nominee arrangements	<p>With Board approval, an Optionholder may nominate a Nominee to receive Options or Shares on exercise. The Optionholder remains subject to restraints/forfeiture provisions, and the Nominee must enter a deed to be bound by the Terms.</p>
Adjustments	<p>On a pro-rata cash issue, the exercise of the Options may be reduced in accordance with the formula set out in the Listing Rules.</p> <p>On a bonus issue, the number of Shares per Option may increase to the number the Optionholder would have received if exercised before the record date. Unless the Listing Rules require otherwise, the Exercise Price will not change because of a bonus issue.</p> <p>If a special dividend exceeds the prior year's earnings, the Board may reduce the Exercise Price by a commensurate amount, subject to the Listing Rules.</p> <p>For consolidations, subdivisions, returns of capital, etc., the number of Options and/or Exercise Price will be reconstructed consistently with the Listing Rules, with the intent not to confer benefits beyond those to Shareholders.</p>
Control transactions	<p>On a takeover offer/announcement, the Company must notify Optionholders within 10 Business Days and Optionholders then have 60 days from the notice to exercise notwithstanding other terms. Options lapse if not exercised within that period.</p> <p>If a scheme of arrangement is approved, the Company will notify a period during which Options may be exercised. Options lapse if not exercised within that period.</p>
Amendment power	<p>The Company may amend or add to the Terms without Optionholder approval where changes are of a formal minor or technical nature, cure ambiguity or error, are</p>





	<p>expedient for offers in other jurisdictions without being materially prejudicial, or are required to comply with Law, the Listing Rules or other statutory authority.</p> <p>Otherwise, written Optionholder approval is required for any amendment. Issuing Options/Shares (or other non-priority classes) is not a variation or abrogation of rights.</p>
Access to Company records	Optionholders are entitled to access the same reports and account information as is presented to Shareholders.
No right to vote	Optionholders do not have a right to attend or vote at meetings of Shareholders.





Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Alfabs Australia Limited | ABN 52 674 455 442

Your proxy voting instruction must be received by **2:00pm (AEDT) on Monday, 24 November 2025**, 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://investor.automic.com.au/#/loginsah> 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)

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