

13 January 2026

Company Announcements Office
Australian Securities Exchange

NOTICE OF ANNUAL GENERAL MEETING

Hancock & Gore Limited (ASX:HNG) (the **Company**) advises that its Annual General Meeting will be held at 3:00pm (Sydney time) on Thursday, 12 February 2026 at the Press Room, Paradox Sydney, 27 O'Connell St, Sydney, NSW 2000.

In accordance with ASX Listing Rule 3.17, the following documents are attached in relation to its Annual General Meeting:

- Notice of Annual General Meeting; and
- sample Proxy Form.

The Notice of Annual General Meeting and Proxy Form are being mailed to shareholders today.

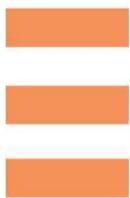
This announcement has been authorised for release by the Board of Directors.

For further information, please contact Executive Chair, Sandy Beard, on 0412 308 263.

ABOUT H&G

Hancock & Gore's key asset is the wholly owned Schoolblazer Group, comprising the combined schoolwear businesses of Mountcastle, Schoolblazer UK and Trutex UK with segment leadership positions in UK, Australia and New Zealand and a globally expanding customer base driven by technology and product.

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**HANCOCK
& GORE**

**Hancock & Gore Ltd
ACN 009 657 961**

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Notice of Annual General Meeting

to be held on

Date: Thursday, 12 February 2026

Time: 3:00pm (Sydney time)

Place: Press Room, Paradox Sydney, 27 O'Connell St, Sydney NSW 2000

This is an important document and requires your attention

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of Hancock & Gore Ltd ACN 009 657 961 (**Company**) will be held at 3.00pm (Sydney time) on Thursday, 12 February 2026 at Press Room, Paradox Sydney, 27 O'Connell St, Sydney NSW 2000.

Agenda

Financial statements and reports

To receive and consider the Financial Report, Director's Report and Independent Audit Report for the Company and its controlled entities for the financial year ended 30 September 2025.

Resolution 1 – Adoption of the Remuneration Report

To consider and if thought fit, to pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the Corporations Act:

'That the Remuneration Report for the year ended 30 September 2025 is hereby adopted.'

Notes

- (1) *This resolution is advisory only and does not bind the Company or the Directors.*
- (2) *If 25% or more of votes that are cast are voted against the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than a managing director) must stand for re-election.*

Voting Exclusion

The Company will disregard and not count any votes cast (in any capacity) on this resolution by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel,

However, a person may cast a vote as a proxy if the person:

- (a) does so in relation to a resolution where they hold a Directed Proxy Form; or
- (b) is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or if the company is part of a consolidated entity, for the entity; and
- (c) the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.

Resolution 2 – Re-election of Mr Angus Murnaghan as a Director

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

'That, Mr Murnaghan, who will retire at the close of the Annual General Meeting in accordance with clause 6.1(f) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company.'

Resolution 3 – Cancellation of forfeited shares

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

'That for the purpose of ASX Listing Rule 7.26 and section 258D of the Corporations Act 2001 (Cth) and for all other purposes, 2,250,000 shares that had been issued to employees under HNG Employee Loan Funded Share Plan and which have been forfeited in accordance with the terms of their issue, be and are hereby cancelled.'

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person whose shares are to be cancelled and any of their associates. However, the Company will not disregard a vote cast in favour of this resolution by:

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

Resolution 4 – Approval of the grant of Performance Rights to Group Executives

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

'That for the purpose of ASX Listing Rule 7.1, section 200E of the Corporations Act 2001 (Cth), and for all other purposes, shareholders approve the grant of 4,600,000 performance rights under the Company's Equity Incentive Plan (including the provisions allowing Accelerated Vesting) to Group Executives on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in (being the Group Executives) and any other person who will obtain a material benefit as a result of the grant of the performance rights under this resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company). However, the Company will not disregard a vote cast in favour of this resolution by:

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

The Company will disregard and not count any votes cast (in any capacity) on this resolution by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel,

However, a person may cast a vote as a proxy if the person:

- (a) does so in relation to a resolution where they hold a Directed Proxy Form; or
- (b) is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or if the company is part of a consolidated entity, for the entity; and
- (c) the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.

Further, pursuant to section 200E(2A) of the Corporations Act, a vote on the resolution must not be cast (in any capacity) by the Group Executives or any of their associates. However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the resolution; and
- (b) it is not cast on behalf of the person or an associate of that person.

Resolution 5 – Change of Company Name

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

'That, with effect from the date on which the ASIC alters the details of the Company's registration, for the purpose of section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company's name to be changed from 'Hancock & Gore Ltd' to 'Schoolblazer Limited' and that for the purpose of section 136(2) of the Corporations Act 2001 (Cth), the Constitution be amended to reflect the change of the Company's name by replacing all references to 'Hancock & Gore Ltd' to 'Schoolblazer Limited'.

Resolution 6 – Ratification of prior issue of Consideration Shares to HCF

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

*'That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 63,688,260 fully paid ordinary shares at an issue price of \$0.30 per share (**Consideration Shares**) to H&G High Conviction Limited (**HCF**) (or their nominees) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of the HCF (or their nominees), any other person who will obtain a material benefit as a result of the issue of the Consideration Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of this resolution by:

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

Resolution 7 – Approval of the grant of performance rights and cancellation of performance rights

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

'That, for the purpose of ASX Listing Rules 6.23.2 and 7.1 and section 200E of the Corporations Act 2001 (Cth) and for all other purposes, shareholders approve the grant of 3,000,000 performance rights under the Company's Equity Incentive Plan (including the provisions allowing Accelerated Vesting) to Schoolblazer Executives and the cancellation of 3,000,000 performance rights on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of the Schoolblazer Executives and any other person who will obtain a material benefit as a result of the grant of the performance rights under this resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way;
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chairman to vote on this resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and
- (ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard and not count any votes cast (in any capacity) on this resolution by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel,

However, a person may cast a vote as a proxy if the person:

- (a) does so in relation to a resolution where they hold a Directed Proxy Form; or
- (b) is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or if the company is part of a consolidated entity, for the entity; and
- (c) the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.

Further, pursuant to section 200E(2A) of the Corporations Act, a vote on the resolution must not be cast (in any capacity) by the Schoolblazer Executives or any of their associates. However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the resolution; and
- (b) it is not cast on behalf of the person or an associate of that person.

Dated: **13 January 2026**

By order of the Board
Nishantha Seneviratne
Company Secretary

Notes

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7pm (Sydney time) Tuesday, 10 February 2026. Accordingly, those persons are entitled to attend and vote at the Annual General Meeting.
- 2 If you are eligible, you may vote by attending the Annual General Meeting in person or by proxy.
- 3 This year's Annual General Meeting will be conducted as a physical meeting. Shareholders who are unable to attend in person may observe the Meeting live via the Microsoft Teams link; <https://teams.microsoft.com/meet/47873930613215?p=ot362pr3> and submit written questions electronically. Shareholders are invited to submit questions before and during the Meeting.
- 4 Shareholders will **not** be able to vote online during the meeting.

Proxy

- 5 A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 6 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 7 A member who is entitled to vote at the Annual General Meeting may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 8 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 9 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 10 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the Annual General Meeting or any adjourned meeting (or such lesser period as the Directors may permit):
 - (a) **By mail** to Computershare Investor Services Pty Limited (**Computershare**) using the reply-paid envelope or GPO Box 242, Melbourne, VIC 3001;
 - (b) **By fax** to Computershare on 1800 783 447 (inside Australia) or +61 3 9473 2555 (outside Australia);
 - (c) **Online** via the Company's share registry website at www.investorvote.com.au – please refer to the Proxy Form for more information; or
 - (d) **By hand delivery** to Computershare at Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067.
- 11 Any proxy form received after this deadline will be treated as invalid.

Questions

- 12 All shareholders will have a reasonable opportunity to ask questions during the Annual General Meeting either via the Microsoft Teams link; <https://teams.microsoft.com/meet/47873930613215?p=ot362pr3> or in person at the Annual General Meeting, including an opportunity to ask questions of the Company's external auditor.
- 13 To ensure as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following requests:

- (a) all shareholder questions should be stated clearly and should be relevant to the business of the meeting, including matters arising from the Financial Statements, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of the Company;
- (b) if a shareholder has more than one question on an item of business, all questions should be asked at that one time; and
- (c) shareholders should not ask any questions at the Annual General Meeting relating to any matters that are personal to the shareholder or commercial in confidence.

Viewing the meeting online

14 Shareholders who wish to view the Annual General Meeting online and submit written questions during the Meeting may do so by following the steps below:

- (a) Enter the **Microsoft Teams meeting link**
<https://teams.microsoft.com/meet/47873930613215?p=ol362pr3>
into a web browser or the Microsoft Teams application.
- (b) Follow the prompts to join the Meeting using a Microsoft Teams account.
- (c) Once connected, shareholders will be able to view the meeting presentation live.
- (d) Shareholders may submit written questions during the Meeting using the **Q&A function** within the Microsoft Teams portal.
- (e) When submitting a question, shareholders may be requested to identify themselves by providing their SRN or HIN. This information can be found on your holding statement.
- (f) Proxies may be requested to identify their appointment when submitting a question. Proxies should ensure they have their proxy confirmation details available.

Proxy Voting

15 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, in their own right vote on the adoption of the Remuneration Report in Resolution 1.

16 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except where the proxy holds a Directed Proxy Form or is required by law or the Company's constitution to vote in a certain manner or abstain from voting.

17 Note paragraph 15 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

18 The Chairman intends to vote all Undirected Proxy Forms **in favour** of all resolutions (including if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel). If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with this intention.

Glossary

19 Capitalised terms in this document are defined in Schedule 1.

Explanatory Memorandum

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on 12 February 2026. These explanatory notes should be read with, and form part of, the accompanying Notice of Meeting.

1 Financial statements and reports

The Hancock & Gore Limited Annual Report 2025 (which includes the Financial Report, the Directors' Report and the Auditor's Report) will be presented to the meeting.

There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

2 Resolution 1 – Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 September 2025 is set out in the Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for Directors and the Company's Key Management Personnel. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its Directors. Although the vote is advisory, the Directors recognise this vote as an indication of shareholder sentiment and have careful regard to the outcome of the vote and any discussion when setting the Company's remuneration policies. The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

Under the Corporations Act, if 25% or more of the votes that are cast are voted against the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Directors (other than a managing director) must stand for re-election.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the voting exclusion in the notes to Resolution 1. The Chairman of the Meeting intends to vote all Undirected Proxy Forms in favour of this Resolution.

As the Directors have a personal interest in Resolution 1, they make no recommendation as to how shareholders should vote on Resolution 1.

3 Resolution 2 – Re-election of Mr Angus Murnaghan as a Director

3.1 Background

Rule 6.1(f)(ii) of the Company's Constitution states that any director, except for the managing director, who if not retire, will at the conclusion of the meeting having been in office for 3 or more years and for 3 or more annual general meetings since he or she was last elected to office must retire from office as directors at the annual general meeting and are eligible for re-election.

3.2 Re-election of Angus Murnaghan

Mr Murnaghan retires from office in accordance with clause 6.1(f)(ii) of the Company's Constitution and, being eligible for re-election, offers himself for re-election.

Mr Murnaghan was appointed to the Board as director on 23 February 2023 at the Company's 2023 Annual General Meeting.

Mr Murnaghan has almost 40 years of transactional experience in the Australian equities markets in senior roles. Angus has worked at leading finance and advisory groups including UBS, Ord Minnett, as Managing Director of Moelis & Company and Wentworth Securities. Angus has been responsible for the sales and distribution function for over 50 IPO's ranging from \$50 million to \$1 billion.

Angus is passionate about investing and monitoring investment performance and has developed a strong network of contacts across many industry verticals. Angus served on the management committee at UBS and used to be a director of the emerging project software provider Total Synergy. Angus has mentored many young investment professionals many of who are now clients or contacts, has actively managed portfolios and developed an ability to understand management style and capability.

3.3 Directors' Recommendation

The Directors (with Mr Murnaghan abstaining) recommend that shareholders vote in favour of Resolution 2.

4 Resolution 3 – Cancellation of forfeited shares

4.1 Background

In accordance with the terms of issue, 2,250,000 shares issued to employees under the Company's Loan Share Plan have been forfeited in accordance with their terms of issue due to the resignation of those employees during the applicable performance periods as set out in the table below (**Forfeited Shares**).

Employee	Forfeited Shares
Cristian Racolta	750,000
Joanne Goldman	1,500,000
Total	2,250,000

4.2 Corporations Act requirements

Section 258D of the *Corporations Act 2001* (Cth) provides that a Company may, by resolution passed at a general meeting, cancel shares that have been forfeited under the terms on which the shares are on issue.

Assuming Resolution 3 is passed, no further Shares are issued and no further performance rights are granted, the Company's issued capital will consist of:

- (a) 540,181,955 fully paid ordinary shares; and
- (b) 8,500,000 performance rights.

4.3 ASX Listing Rule 7.26

Listing Rule 7.26 only permits a limited liability company to cancel forfeited shares if the cancellation is approved by its shareholders. Accordingly, Resolution 3 seeks Shareholder approval for the cancellation of the Forfeited Shares.

4.4 Effect of shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 3 is passed, the Company will be able to cancel the Forfeited Shares.

If Resolution 3 is not passed, the Company will not be able to cancel the Forfeited Shares and the Company will consider alternative means to dispose of the Forfeited Shares.

4.5 Information required by ASX Listing Rule 7.26

The following information is required by ASX Listing Rule 7.26:

ASX Listing Rule 7.26	Disclosure																			
Details of the Forfeited Shares (including total issue price, amount called but unpaid and the amount uncalled)	<p>The Forfeited Shares were issued as fully paid ordinary shares.</p> <p>Each employee was provided with a non-recourse loan to assist them to purchase the Forfeited Shares.</p>																			
	<table border="1"> <thead> <tr> <th>Employee</th> <th>Forfeited Shares</th> <th>Issue price (per share)</th> <th>Called but unpaid amount</th> <th>Uncalled amount</th> </tr> </thead> <tbody> <tr> <td>Cristian Racolta</td> <td>750,000</td> <td>\$0.36</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Joanne Goldman</td> <td>1,500,000</td> <td>\$0.30</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>					Employee	Forfeited Shares	Issue price (per share)	Called but unpaid amount	Uncalled amount	Cristian Racolta	750,000	\$0.36	Nil	Nil	Joanne Goldman	1,500,000	\$0.30	Nil	Nil
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Cristian Racolta	750,000	\$0.36	Nil	Nil																
Joanne Goldman	1,500,000	\$0.30	Nil	Nil																
Outstanding liability of each former holder and what action the company has taken (and will take) to recover that amount	<p>On forfeiture, each employee has no further outstanding liability in respect of the plan loan because each employee was treated as having repaid the Company an amount equal to the issue price for the Forfeited Shares multiplied by the number of Forfeited Shares with no further amounts payable.</p>																			
Voting exclusion statement	<p>A voting exclusion applies to this resolution – please see the notes to Resolution 3.</p>																			

4.6 Directors' Recommendation

The Directors consider the cancellation of the Forfeited Shares to be in the best interests of shareholders, and recommend that Shareholders vote in favour of Resolution 3.

5 Resolution 4 – Approval of the grant of Performance Rights to Group Executives

5.1 Background

The Company proposes to grant of 4,600,000 Performance Rights under the Company's Equity Incentive Plan to Group Executives (**Executive Performance Rights**). The Company is seeking approval of the grant of the Executive Performance Rights under Resolution 4.

5.2 Remuneration policy

The Company's performance depends partly upon the quality of its executives. Their compensation structure is designed to strike an appropriate balance between fixed and variable remuneration, rewarding capability and experience and providing recognition for contribution to the Company's overall goals and objectives.

In deciding the remuneration and incentives of the Company's executives, the Board considered that there should be an appropriate mix of remuneration comprising cash and securities to link their remuneration to the financial performance of the Company.

Equity-based incentives consistent with the Company's remuneration policy better aligns the performance of the executives with the Company's financial performance. The Board also believes that an equity-based remuneration component helps it to attract and retain the best executives.

The Board considers the remuneration policy to be a sensible and well-balanced policy which allows them to adjust the remuneration mix appropriately to the Company's changing circumstances.

5.3 ASX Listing Rules

In general terms, and subject to a number of exceptions, ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without shareholder approval in any 12 month period (**15% Placement Capacity**).

The grant of the Executive Performance Rights does not fit within any of the exceptions. While the grant of the Executive Performance Rights does not exceed the 15% Placement Capacity and can therefore, be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1.

To do this, the Company is asking Shareholder to approve the grant of the Executive Performance Rights under Resolution 4 for the purposes of Listing Rule 7.1 so that the grant of the Executive Performance Rights does not use up any of the 15% Placement Capacity.

Shareholder approval was not required under ASX Listing Rule 10.14, as the Group Executives are not Directors and do not fall under any category set out in ASX Listing Rule 10.11.1 – 10.11.5.

5.4 Accelerated Vesting

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the provisions of section 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

The Equity Incentive Plan allows the Board, in its discretion to, determine that some or all of the performance rights are deemed to have vested in the event a participant's employment ceases (**Accelerated Vesting**).

In the circumstance of Accelerated Vesting, the value of the termination benefits that the Board may give under the Equity Incentive Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the benefit is decided to be given (if at all). Specifically, the value of an Accelerated Vesting will depend on a number of factors, including the Company's share price at the time of vesting of the Performance Rights and the number of Performance Rights that the Board determines to vest early (if any).

The Board has not determined whether it will exercise its discretion to allow Accelerated Vesting or, in what circumstances, it will exercise its discretion. But the Board considers that it should have the flexibility to exercise its discretion in the appropriate circumstances in the interests of the Company.

If the Company consider Accelerated Vesting appropriate, it will seek an ASX waiver of LR 6.23.3 and then seek Shareholder approval for the Accelerated Vesting.

5.5 Details of the Performance Rights

(a) **Background**

The Company proposes to grant 4,600,000 Performance Rights to the Group Executives.

(b) **Performance conditions and performance period**

The Executive Performance Rights proposed to be granted to the Group Executives comprises three equal tranches which vest in accordance with the table below if the relevant participant has remained continuously employed by the Company or any of its subsidiaries as at the 'Executive Earliest Vesting Date' for that tranche as set out in the table below:

Tranche	Executive Earliest Vesting Date	Number of Plan Shares which vest
1	31 January 2026	If the TSR from the grant date to any TSR Testing Date is: <ul style="list-style-type: none"> • less than 15% – no Performance Rights in that tranche (or any earlier unvested tranche) vest; or • 15% or higher – 100% of Performance Rights in that tranche (and any earlier unvested tranche) vest.
2	31 January 2027	
3	31 January 2028	Rights in a tranche which do not vest and have not been forfeited remain eligible to be vested at the next Executive Testing Date.

(c) **TSR**

For the purposes of the Executive Performance Rights, TSR means the total shareholder return of the Company expressed as a percentage on an annual basis, calculated based on the aggregate of the increase in the Company's share price (using a deemed starting price determined by independent directors based on assessed market value around the time of issuance) and total dividends paid per share over the relevant performance period.

(d) **Exercise period**

If the Executive Performance Rights vest, the first exercise date for each tranche of Executive Performance Rights is the date on which the relevant tranche of Performance Rights vest. The expiry date applicable to the Executive Performance Rights is 1 month after the date on which the Board gives notice to the relevant participant that their Executive Performance Rights have vested.

(e) **Other terms of grant**

If a change of control event or a liquidity event (including a trade sale or initial public offering) occurs in respect of the Company or any of its subsidiaries and the relevant participant has remained continuously employed by the Company or any of its subsidiaries and TSR is 15% or higher, all unvested Executive Performance Rights held by the participant will vest immediately.

In addition to the terms outlined above, the grant of the Executive Performance Rights to the Group Executives will be subject to the terms of the Equity Incentive Plan, the key terms of which are summarised in Schedule 2.

5.6 Effect of shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 4 is passed, the grant of the Executive Performance Rights will not reduce the Company's 15% Placement Capacity, effectively resetting the Company's 15% Placement Capacity.

If Resolution 5 is not passed, the grant of the Executive Performance Rights will be included in calculating the Company's 15% Placement Capacity, effectively reducing the number of securities it can issue without shareholder approval over the 12 month period following the grant date.

5.7 Information required by ASX Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 for the purposes of shareholder approval under ASX Listing Rule 7.1:

ASX Listing Rule 7.3	Disclosure
The names of the persons to whom the securities were issued or the basis on which those persons were identified or selected	Group Executives – namely eligible employees invited to participate in the Equity Incentive Plan in accordance with the Equity Incentive Plan rules who are not related parties of the Company (as defined by the Listing Rules).
Number and class of securities issued	4,600,000 Performance Rights.
Summary of the material terms of the securities	Key terms of the 2026 Performance Rights are set out in above.
The date by which the Company will issue the securities	The Company intends to grant the Executive Performance Rights promptly after the meeting but any event, no later than 3 months after the date of this meeting.
The price or other consideration the Company received for the issue	No acquisition price will be paid by the Group Executives for the grant of the Executive Performance Rights.
The purpose of the issue, including the use (or intended use) of the funds raised	The purpose of the grant of the Performance Rights is set out in Sections 5.1 and 5.2. No acquisition price will be paid by the Group Executives and, accordingly, no funds will be raised from the grant of the Performance Rights by the Company.
Summary of material terms of agreement	The key terms of the Equity Incentive Plan are summarised in Schedule 2.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 4.

5.8 Technical information required by Guidance Note 21

Pursuant to and in accordance with paragraph 5.10 of Guidance Note 21, the following information is provided in relation to Resolution 4:

Guidance Note 21	Disclosure
Entity who can convert the convertible security	Group Executives
When the convertible security can be converted	During the applicable 'Exercise Period' as described above being the 1 month period commencing on the date that the Board gives notice to the relevant participant that their Executive Performance Rights have vested.
Conditions that have to be met before the convertible security can be converted	Each tranche of Executive Performance Rights can be converted once the Performance Conditions for that tranche have been satisfied as described above.
The class of equity securities into which the convertible securities convert	Fully paid ordinary shares

Price at which the convertible securities convert	Nil
The number of equity securities into which the convertible securities convert	1 Executive Performance Right converts into 1 Share

5.9 **Directors' Recommendation**

The Board unanimously recommends that shareholders vote in favour of Resolution 4.

6 Resolution 5 – Change of Company name

6.1 **Background**

During the year ended 30 September 2025, the Company completed 100% acquisition of Schoolblazer Limited (Schoolblazer UK) and Trutex Investment Limited (UK), forming a globally significant Schoolblazer Group together with its existing Australian school uniform business, Mountcastle Pty Ltd.

The increased exposure to the global school uniform sector has re-shaped the Company's strategic focus from a diversified investment company into a specialist global school uniform group. To reflect the Company's dominant focus on its global school wear operation, the Company is seeking shareholder approval to change its name from 'Hancock & Gore Limited' to 'Schoolblazer Limited'.

The Company will remain an ASX listed entity and focus on furthering its market leadership in school uniform operation.

6.2 **Regulatory requirements**

Section 157(1) of the Corporations Act enables a company to change its name by a special resolution passed at a general meeting of shareholders. Accordingly, this Resolution seeks shareholder approval to change the name of the Company from 'Hancock & Gore Limited' to 'Schoolblazer Limited'. The proposed new name has been reserved with ASIC.

Changing the Company's name requires consequential amendments to the Constitution to reflect this change. Accordingly, this Resolution also seeks shareholder approval by way of a special resolution pursuant to section 136(2) of the Corporations Act to amend the Constitution to replace all references to 'Hancock & Gore Ltd' with references to 'Schoolblazer Limited'.

If this Resolution is passed as a special resolution the change of Company name and the consequential amendments to the Company's Constitution will take effect when ASIC alters the details of the Company's registration.

This Resolution is a special resolution, which requires at least 75% of the votes cast by shareholders entitled to vote and voting, to be in favour of the Resolution.

6.3 **ASX ticker code**

The Company has reserved the ASX ticker code 'SBZ' and intends to change to this code with effect after receipt of shareholder approval.

6.4 **Directors' Recommendation**

The Directors unanimously recommend that shareholders vote in favour of this Resolution 5.

7 Resolution 6 – Ratification of prior issue of Consideration Shares to HCF

7.1 Background

On 12 March 2025, the Company announced that it had entered into a conditional asset sale agreement (**Sale Agreement**) with H&G High Conviction Limited (**HCF**) under which the Company agreed to acquire substantially all of the assets of HCF (**Asset Sale**).

7.2 Key terms of transaction

The key terms of the transaction included:

Term	Disclosure
Consideration value	<p>The total consideration value was equal to the amount calculated under the following formula:</p> $(N \times \$1.00) - D - R$ <p>where:</p> <p>N = the aggregate number of shares in the Company on issue immediately prior to completion of the Proposed Divestment and buy-back;</p> <p>D = the aggregate amount of any dividends declared or paid by the Company before the completion date; and</p> <p>R = the Retention Amount.</p>
Consideration	<p>The Consideration comprised the following:</p> <ul style="list-style-type: none"> • (buy-back and cancellation of shares held by H&G) the buy-back and cancellation of all shares in the Company held by H&G; and • (issue of H&G scrip) the issue of 63,688,260 fully paid ordinary shares in H&G to the Company at an issue price of \$0.30 per H&G share (Consideration Shares). <p>After completion, the Company distributed the H&G scrip in-specie to shareholders on a pro rata basis (Distribution).</p>
Conditions	<p>The Asset Sale was conditional on the satisfaction or waiver of the following conditions precedent:</p> <ul style="list-style-type: none"> • (shareholder approval) approval by the Company's shareholders for the purposes of: <ul style="list-style-type: none"> ○ ASX Listing Rule 10.1.3, for disposal of substantial assets to a person who is a substantial (10%+) holder in the Company; ○ ASX Listing Rule 11.2, for disposal of the Company's main undertaking; ○ section 257D(1)(a) of the Corporations Act 2001, for the selective buy-back and cancellation of all shares in the Company which are held by H&G; and ○ section 256C(1) of the Corporations Act 2001, for the reduction in the share capital of the Company by the Distribution; • (Independent Expert's Report) the Independent Expert's Report continuing to conclude that the Asset Sale is fair and reasonable to the Company's shareholders (excluding H&G and its associates); • (buy-back) completion of the buy-back and cancellation of all shares in the Company held by H&G; and

Term	Disclosure
	<ul style="list-style-type: none"> • (material NTA change) no material change occurring in respect of the net tangible asset backing per share in the Company after all taxes, as reported by the Company on ASX, during the period prior to completion

7.3 Consideration Shares

Completion of the Asset Sale occurred on 17 April 2025 and the Company issued the Consideration Shares to HCF under the Company's 15% placement capacity pursuant to ASX Listing Rules 7.1 (**15% Placement Capacity**).

7.4 Listing Rule 7.4

In general terms and subject to a number of exceptions, ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without shareholder approval in any 12 month period.

As the Consideration Shares do not fit within any of exceptions and were issued without prior shareholder approval, they reduce the Company's 15% Placement Capacity.

ASX Listing Rule 7.4 provides that an issue of securities made by a company without the prior approval of shareholders may be treated as having been made with shareholder approval if:

- (f) at the time the issue took place, it did not breach ASX Listing Rule 7.1; and
- (g) the shareholders of the company, in a general meeting, subsequently ratify the issue of the securities.

The issue of the Consideration Shares on 17 April 2025 was made in accordance with ASX Listing Rule 7.1. Accordingly, the Company seeks shareholder ratification for the Consideration Shares in accordance with ASX Listing Rule 7.4.

7.5 Effect of shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 6 is passed, the Consideration Shares will be treated as having been issued with shareholder approval for the purposes of Listing Rule 7.1 and the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under its 15% Placement Capacity. It will enable the Company to preserve capital management flexibility for future funding or strategic opportunities.

If Resolution 6 is not passed, the Consideration Shares will remain validly issued, but will continue to count towards the Company's 15% Placement Capacity, effectively reducing the number of securities it can issue without shareholder approval over the 12 month period following the issue date.

7.6 Information required by ASX Listing Rules 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of shareholder ratification under ASX Listing Rules 7.4 respectively:

ASX Listing Rule 7.5	Disclosure
The names of the persons to whom the securities are issued or the basis on which those persons will be identified or selected	H&G High Conviction Limited
Number and class of securities issued	63,688,260 Consideration Shares – being fully paid ordinary shares in the Company.
The date on which the securities were issued	17 April 2025

ASX Listing Rule 7.5	Disclosure
The price or other consideration the Company will receive for the issue	The Consideration Shares were issued for a deemed issue price of \$0.30 per share in part consideration for the Asset Sale.
The purpose of the issue, including the use (or intended use) of the funds raised	The Consideration Shares were issued in part consideration for the Asset Sale.
Summary of material terms of agreement	<p>The Consideration Shares are being issued under the terms of a Sale Agreement between the Company and HCF dated 12 March 2025.</p> <p>The material terms of the Sale and Purchase Agreement are set out in Section 7.2 of this Explanatory Memorandum and the Company's ASX announcement dated on or around 12 March 2025.</p>
Voting exclusion statement	A voting exclusion applies to Resolution 6 – please see the notes to Resolution 6.

7.7 Directors' Recommendation

The Board unanimously recommend that shareholders vote in favour of Resolution 6.

8 Resolution 7 – Cancellation of Performance Rights and grant of new Performance Rights

8.1 Background

On 14 January 2025, the Company announced the grant of 3,000,000 Performance Rights under the Company's Equity Incentive Plan to Schoolblazer Executives (**2025 Performance Rights**).

Under Resolution 7, the Company is now seeking Shareholder approval for:

- (a) **(Cancellation)** the cancellation of the 2025 Performance Rights; and
- (b) **(New grant)** the grant of 3,000,000 new Performance Rights under the Company's Equity Incentive Plan to Schoolblazer Executives with the amended Performance Conditions set out below (**2026 Performance Rights**) to align all Schoolblazer Group Executives with the same vesting goals.

The purpose of the cancellation and the new grant is to amend the performance conditions so that it better reflects the current structure, business plan and expectations of the Company.

8.2 2025 Performance Rights

(a) Background

On 14 January 2025, the Company granted the 2025 Performance Rights to the Schoolblazer Executives as follows:

- (i) Ms Louise Crofts (Managing Director – Schoolblazer) – 1,500,000 Performance Rights;
- (ii) Ms Charlotte Fry (Business Development Manager) – 300,000 Performance Rights;
- (iii) Mr Steve Tuck (Buying & Merchandising Director) – 300,000 Performance Rights;
- (iv) Mr Sean Ryan (Operations Director) – 300,000 Performance Rights;
- (v) Ms Clare Burrows (Commercial Director) – 300,000 Performance Rights; and
- (vi) Ms Jane Dexter (Finance Director) – 300,000 Performance Rights.

(b) **Performance conditions and performance period**

The 2025 Performance Rights granted to the Schoolblazer Executives comprised three equal tranches which vest in accordance with the table below if the relevant participant has remained continuously employed by the Company or any of its subsidiaries as at the 'SB Earliest Vesting Date' for that tranche as set out in the table below:

Tranche	SB Earliest Vesting Date	Number of Plan Shares which vest
1	30 September 2026	If the TSR from the grant date to any TSR Testing Date is: <ul style="list-style-type: none"> • less than 15% – no Performance Rights in that tranche (or any earlier unvested tranche) vest; or • 15% or higher – 100% of Performance Rights in that tranche (and any earlier unvested tranche) vest.
2	30 September 2027	
3	30 September 2028	Rights in a tranche which do not vest and have not been forfeited remain eligible to be vested at the next SB Testing Date.

(c) **TSR**

For the purposes of the 2025 Performance Rights, TSR means the total shareholder return of the Company expressed as a percentage on an annual basis, calculated based on the aggregate of the increase in the Company's share price (using a deemed starting price of \$0.30 per share) and total dividends paid per share over the relevant performance period.

(d) **Exercise period**

If the Performance Rights vest, the first exercise date for each tranche of Performance Rights is the date on which the relevant tranche of Performance Rights vest. The expiry date applicable to the Performance Rights is 1 month after the date on which the Board gives notice to the relevant participant that their Performance Rights have vested.

(e) **Other terms of grant**

If a change of control event or a liquidity event (including a trade sale or initial public offering) occurs in respect of the Company or any of its subsidiaries and the relevant participant has remained continuously employed by the Company or any of its subsidiaries and TSR is 15% or higher, all unvested 2025 Performance Rights held by the participant will vest immediately.

In addition to the terms outlined above, the grant of the 2025 Performance Rights to the Schoolblazer Executives were subject to the terms of the Equity Incentive Plan, the key terms of which are summarised in Schedule 2.

8.3 2026 Performance Rights

The Company proposes to grant the 2026 Performance Rights on the same terms as the Executive Performance Rights as described in Resolution 4. The key difference between the 2025 Performance Rights and the 2026 Performance Rights is that the TSR be calculated using a deemed starting price determined by independent directors instead of \$0.30 per share.

8.4 ASX Listing Rules – cancellation of 2025 Performance Rights

ASX Listing Rule 6.23.2 provides that a change which has the effect of cancelling an option for consideration can only be made if Shareholder approve the change.

Accordingly, as the 2026 Performance Rights are being granted in consideration of the cancellation of the 2025 Performance Rights, Resolution 7 seeks Shareholder approval to the cancellation of the 2025 Performance Rights.

8.5 ASX Listing Rules – grant of 2026 Performance Rights

In general terms, and subject to a number of exceptions, ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without shareholder approval in any 12 month period (**15% Placement Capacity**).

The grant of the 2026 Performance Rights does not fit within any of the exceptions. While the grant of the 2026 Performance Rights does not exceed the 15% Placement Capacity and can therefore, be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1.

To do this, the Company is asking Shareholder to approve the grant of the 2026 Performance Rights under Resolution 7 for the purposes of Listing Rule 7.1 so that the grant of the 2026 Performance Rights does not use up any of the 15% Placement Capacity.

Shareholder approval is not required under ASX Listing Rule 10.14, as the Schoolblazer Executives are not Directors and do not fall under any category set out in ASX Listing Rule 10.11.1 – 10.11.5.

8.6 Accelerated Vesting

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the provisions of section 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company or a related body corporate (as defined in the Corporations Act) of that company.

The Equity Incentive Plan allows for Accelerated Vesting.

In the circumstance of Accelerated Vesting, the value of the termination benefits that the Board may give under the Equity Incentive Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the benefit is decided to be given (if at all). Specifically, the value of an Accelerated Vesting will depend on a number of factors, including the Company's share price at the time of vesting of the 2026 Performance Rights and the number of 2026 Performance Rights that the Board determines to vest early (if any).

The Board has not determined whether it will exercise its discretion to allow Accelerated Vesting or, in what circumstances, it will exercise its discretion. But the Board considers that it should have the flexibility to exercise its discretion in the appropriate circumstances in the interests of the Company.

If the Company consider Accelerated Vesting appropriate, it will seek an ASX waiver of LR 6.23.3 and then seek Shareholder approval for the Accelerated Vesting.

8.7 Effect of shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 7 is passed the Company can cancel the 2025 Performance Rights and grant of the 2026 Performance Rights will not reduce the Company's 15% Placement Capacity, effectively resetting the Company's 15% Placement Capacity.

If Resolution 7 is not passed, the Company will not be able to cancel the 2025 Performance Rights. However, the Company can still grant the 2026 Performance Rights but the 2026 Performance Rights will be included in calculating the Company's 15% Placement Capacity, effectively reducing the number of securities it can issue without shareholder approval over the 12 month period following the issue date.

8.8 Information required by ASX Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 for the purposes of shareholder approval under ASX Listing Rule 7.1:

ASX Listing Rule 7.3	Disclosure
The names of the persons to whom the securities were issued or the basis on which those persons were identified or selected	The Schoolblazer Executives – namely Louise Crofts, Charlotte Fry, Steve Tuck, Sean Ryan, Clare Burrows and Jane Dexter.
Number and class of securities issued	3,000,000 Performance Rights.
Summary of the material terms of the securities	Key terms of the 2026 Performance Rights are set out above.
The date by which the Company will issue the securities	The Company intends to grant the 2026 Performance Rights promptly after the meeting but any event, no later than 3 months after the date of this meeting.
The price or other consideration the Company received for the issue	No acquisition price will be paid by the Schoolblazer Executives for the grant of the Performance Rights.
The purpose of the issue, including the use (or intended use) of the funds raised	The purpose of the grant of the 2026 Performance Rights is to provide Schoolblazer Executives with Performance Rights with Performance Conditions aligned with the Group Executives. No acquisition price will be paid by the Schoolblazer Executives and, accordingly, no funds will be raised from the grant of the 2026 Performance Rights by the Company.
Summary of material terms of agreement	The key terms of the Equity Incentive Plan are summarised in Schedule 2.
No reverse takeover	The 2026 Performance Rights are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 7.

8.9 Technical information required by Guidance Note 21

Pursuant to and in accordance with paragraph 5.10 of Guidance Note 21, the following information is provided in relation to Resolution 7:

Guidance Note 21	Disclosure
Entity who can convert the convertible security	Schoolblazer Executives
When the convertible security can be converted	During the applicable 'Exercise Period' as described above being the 1 month period commencing on the date that the Board gives notice to the relevant participant that their Performance Rights have vested.
Conditions that have to be met before the convertible security can be converted	Each tranche of 2026 Performance Rights can be converted once the Performance Conditions for that tranche have been satisfied as described above.

The class of equity securities into which the convertible securities convert	Fully paid ordinary shares
Price at which the convertible securities convert	Nil
The number of equity securities into which the convertible securities convert	1 2026 Performance Right converts into 1 Share

8.10 Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 7.

Schedule 1– Definitions

Term	Meaning
15% Placement Capacity	has the meaning given in Section 5.3.
Accelerated Vesting	has the meaning given in Section 5.4.
ASX	means ASX Limited ABN 98 008 624 691 or, as the context requires, the securities market operated by ASX Limited.
ASX Listing Rules	means the listing rules of ASX as in force from time to time.
Associate	has the meaning given to that term in the Corporations Act and associated has a corresponding meaning.
Board	means the board of Directors of the Company from time to time.
Company Executives	means the persons listed in Section 5.5(a) or each of their nominees (each Group Executive as the context requires).
Closely Related Party	means the closely related parties of Key Management Personnel as defined in the Corporations Act, and includes certain members of their family, dependants and companies they control.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended from time to time.
Directed Proxy Form	means a Proxy Form which specifies how the proxy is to vote.
Directors	means the directors of the Company from time to time.
Executive Earliest Vesting Date	has the meaning given in Section 5.5(b).
Executive Testing Date	in respect of each tranche of the Executive Performance Rights, means the Executive Earliest Vesting Date for that tranche, each subsequent Executive Earliest Vesting Date, and any other date determined by the Board.
Equity Incentive Plan	means the Company's Equity Incentive Plan adopted by the Board on or around 21 September 2016.
Explanatory Memorandum	means the Explanatory Memorandum accompanying the Notice of Meeting.
Group Executives	Means eligible employees invited to participate in the Equity Incentive Plan in accordance with the Equity Incentive Plan rules who are not related parties of the Company (as defined by the Listing Rules).
Key Management Personnel	means the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 September 2025.
Notice of Meeting	means the notice convening the General Meeting, which accompanies this Explanatory Memorandum.
Performance Rights	means the performance rights in the Company which entitle the holders to acquire 1 fully paid ordinary shares in the Company on the conversion of each performance right subject to certain conditions under the terms of grant.

Term	Meaning
Plan Shares	means shares in the Company issued to the Company Executives under the Equity Incentive Plan (including the provisions allowing Accelerated Vesting, taking security over shares and exempted financial assistance) the subject of Resolution 7.
Proxy Form	means the proxy form attached to the Notice of Meeting.
SB Earliest Vesting Date	has the meaning given in Section 10.2(b).
SB Testing Date	in respect of each tranche of the 2026 Performance Rights, means the SB Earliest Vesting Date for that tranche, each subsequent SB Earliest Vesting Date, and any other date determined by the Board.
Schoolblazer Executives	means the persons listed in Section 2(a) or each of their nominees (or each Schoolblazer Executive as the context requires).
Undirected Proxy Form	means a Proxy Form which does not specify how the proxy is to vote.

Schedule 2 – Summary of Equity Incentive Plan terms

Term	Description
Eligibility	<ul style="list-style-type: none"> A person is eligible to participate in the Equity Incentive Plan if he or she is a Director or employee of the Company or an associated company (Eligible Person). The Board may at any time make invitations to Eligible Persons to participate in the Equity Incentive Plan specifying the total number of securities being offered or the manner for determining that number, any applicable conditions, the time period for applications, the time or times at which securities may vest or become exercisable, the period or periods during which securities may be exercised and the procedure for exercising securities, and any other specific terms and conditions of issue (Invitation).
Performance Rights	Each Performance Right confers on its holder the entitlement to be provided with one fully paid ordinary share on the exercise of that Performance Right.
Exercise of Performance Rights	A Performance Right can only be exercised where the vesting conditions attaching to the Performance Right have been satisfied, the Performance Right has not lapsed, the exercise price (if any) of the Performance Right has been paid and the exercise of the Performance Right will not breach the Company's Constitution, any Company policy, the Corporations Act or any other application of law.
Disposal restrictions	<ul style="list-style-type: none"> The Board may, in its discretion, impose any disposal restrictions in respect of securities (including shares issued or transferred on the exercise of performance rights). Unless the Board consents to a participant dealing with Performance Rights, the participant must not assign, dispose, grant security over or otherwise deal with a Performance Right. The Company may implement any procedure it deems appropriate to ensure the compliance by the participant with the disposal restrictions.
Voluntary participation	Participation in the Equity Incentive Plan is voluntary and no Eligible Person is required to participate in the Equity Incentive Plan.
Risks lies with Eligible Person	If any Eligible Person is issued securities and participates in the Equity Incentive Plan, the risk of loss to that Eligible Person as the holder of securities arising for any reason whatsoever lies with the Eligible Person.
Administration	The Equity Incentive Plan is administered by the Board. The Board may make regulations and determine procedures to administer the Equity Incentive Plan and delegate its right to do so to any persons.
Amendment	The Board may at any time amend, add to, delete, revoke or otherwise vary any or all of the rules of the Equity Incentive Plan at any time in any manner it thinks fit in its absolute discretion. However, it may not do so in a way that would materially reduce or otherwise prejudicially affect the a participant's rights acquired prior to the amendment, unless it's for the purpose of complying with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.
Governing law	The Equity Incentive Plan is governed by the law of New South Wales.
Other terms and conditions	The Equity Incentive Plan contains other customary terms and conditions relating to the operation and administration of the Equity Incentive Plan.

Schedule 3 – Summary of Loan Share Plan terms

Term	Description
Eligibility	<ul style="list-style-type: none"> A person is eligible to participate in the Loan Share Plan if he or she is a Director or employee of the Company or an associated company (Eligible Person). The Board may at any time make invitations to Eligible Persons to participate in the Loan Share Plan specifying the total number of Plan Shares being offered or the manner for determining that number, the Loan amount, the time period for applications, the acquisition price, the acquisition date, and any other specific terms and conditions of issue (Invitation).
Plan Shares	<ul style="list-style-type: none"> Unless otherwise specified in an Invitation, Plan Shares issued or transferred to a participant will be a fully paid ordinary share in the Company and rank equally with all existing shares from the date of issue or transfer. The Company will apply for official quotation of Plan Shares issued.
Loan	<ul style="list-style-type: none"> The Company may provide a limited recourse loan to a participant to allow them to fund the full acquisition price payable for the Plan Shares (Loan). The terms of the Loan will be set out in a separate loan agreement. A participant's obligation to repay the Loan will be the lesser of the Loan balance or the market value of the relevant Plan Shares. The Company has discretion to waive repayment of all, or part of, the Loan (with or without conditions). Any after-tax value of cash distributions (including dividends) received in respect of Plan Shares must be applied to repayment of the Loan. The Loan is permitted financial assistance for the acquisition of shares under an employee share scheme pursuant to section 260C(4) of the Corporations Act, including in respect of the Plan Shares.
Disposal restrictions	<ul style="list-style-type: none"> Unless the Boards consents to a participant dealing with Plan Shares, the participant must not assign, dispose, grant security over or otherwise deal with a Plan Share until the loan balance relating to that Plan Share has been repaid or waived. The above restrictions end on repayment of the Loan or the Company forgiving the outstanding amount of the Loan in its absolute discretion. The Loan will become immediately repayable on the earlier of: <ul style="list-style-type: none"> 1 month after the date on which the Board gives notice to the relevant participant whether the vesting conditions have been satisfied in respect of their final tranche of Plan Shares; a change of control event occurs in respect of the Company; the participant's cessation of employment; the participant becoming insolvent or subject to bankruptcy proceedings; or on the date the participant and the Company otherwise agree. The Company may implement any procedure it deems appropriate to ensure the compliance by the participant with the disposal restrictions (ie. may implement a holding lock in respect of the Plan Shares).
Capital events	<p>If the Company undertakes a pro-rata bonus issue of shares to shareholders and shares are issued to a participant in respect of Plan Shares, those shares are deemed to be Plan Shares for the purposes of the Loan Share Plan.</p>
Administration	<p>The Loan Share Plan is administered by the Board. The Board may make regulations and determine procedures to administer the Loan Share Plan and delegate its right to do so to any persons.</p>

Term	Description
Amendment	<ul style="list-style-type: none"> The Board may at any time amend any rules governing the operation of the Loan Share Plan or waive or modify the application of the rules in relation to any participant. However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of Shares acquired by them (unless the Board obtains the consent of 75% of participants affected by the proposed change), other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.
Termination	<p>The Loan Share Plan may be terminated or suspended at any time. The suspension or termination of the Loan Share Plan will not prejudice the existing rights of participants at the time of suspension or termination.</p>
Other terms and conditions	<p>The Loan Share Plan contains other customary terms and conditions relating to the operation and administration of the Loan Share Plan.</p>



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Hancock & Gore Limited Annual General Meeting

The Hancock & Gore Limited Annual General Meeting will be held on Thursday, 12 February 2026 at 3:00pm (Sydney time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999



SRN/HIN: I9999999999



PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 3:00pm (Sydney time) Tuesday, 10 February 2026.



OBSERVE THE MEETING ONLINE

Shareholders who are unable to attend in person may observe the Meeting and submit written questions live via the Microsoft Teams link;
<https://teams.microsoft.com/meet/47873930613215?p=ot362pr3>

Please note shareholders will **not** be able to vote online during the meeting.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Press Room, Paradox Sydney, 27 O'Connell St, Sydney NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Need assistance?**Phone:**
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**
www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **3:00pm (Sydney time) on Tuesday, 10 February 2026**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 138547**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

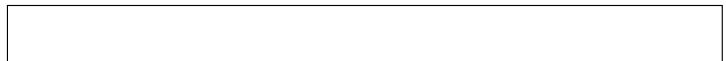
Step 1 ➤ Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Hancock & Gore Limited hereby appoint



the Chairman
of the Meeting

OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Hancock & Gore Limited to be held at Press Room, Paradox Sydney, 27 O'Connell St, Sydney NSW 2000 on Thursday, 12 February 2026 at 3:00pm (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4 and 7 by marking the appropriate box in step 2.

Step 2 ➤ Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Angus Murnaghan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Cancellation of forfeited shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the grant of Performance Rights to Group Executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of Consideration Shares to HCF	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of the grant of performance rights and cancellation of performance rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 ➤ Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

/ /

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically