



**Mayfield Childcare Limited
ACN 604 970 390**

Notice of Annual General Meeting

Notice is given that the Meeting will be held at:

TIME: 11:00am AEST
DATE: Tuesday 26 May 2026
PLACE: Virtual via Video Conference

Important Notes

A Proxy Form is enclosed or has otherwise been provided to you. The business of the Meeting affects your shareholding and your vote is important.

This Notice and the accompanying Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

The Directors have determined pursuant to Regulation 7.11.37(3)(b) of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at **7:00pm AEST on Sunday 24 May 2026.**

Should you wish to discuss any matter in this Notice, please contact the Company Secretarial on +61 431 677 101 or via email at cosec@csbcorpservices.com

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NOTICE OF ANNUAL GENERAL MEETING

1. IMPORTANT INFORMATION

1.1 Time and Place of Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Mayfield Childcare Limited (**Company**) will be held at **11:00am AEST on Tuesday 26 May 2026** as a virtual meeting via webinar (**Meeting**).

1.2 Your vote is important

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

1.3 Voting eligibility

The Directors have determined pursuant to paragraphs 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at **11:00am AEST on Sunday 24 May 2026**.

1.4 Virtual attendance

If you are a Shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

<https://meeting.xcend.app/MFDAGM2026>

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting. Shareholders will be able to vote and ask questions at the virtual meeting.

1.5 Voting virtually at the Meeting

Once you have logged into the meeting, you will need to click on “Go to Voting” under the **Cast Your Vote** section. You will then be able to lodge your voting intentions. Please note, you can update/change your votes as many times as you wish whilst the Poll is open for voting.

1.6 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should provide evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate “Appointment of Corporate Representative” form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company’s Share Registry.

1.7 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.

1.8 Appointment of proxies

Each Shareholder entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting. To vote by proxy, please complete, sign and return the enclosed Proxy Form in accordance with its instructions. A proxy need not be a Shareholder of the Company and can be an individual or a body corporate. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

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

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Shareholders and their proxies should be aware that:

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

If you appoint the Chair of the Meeting as your Proxy or the Chair of the Meeting is appointed as your Proxy by default, and you do not provide any voting directions on your Proxy Form, you will be expressly authorising the Chair of the Meeting to cast your vote as they see fit. If you intend to appoint a member of the Key Management Personnel (other than the Chair) or any of their closely related parties as your proxy, please ensure that you direct them how to vote.

Subject to any voting restrictions and exclusions, the Chair intends to vote in favour of all Resolutions.

1.9 Lodgement of proxy documents

The enclosed Proxy Form provides further details on appointing proxies and lodgement. To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by **11:00am AEST on Sunday 24 May 2026**. Any proxy form received after that time will not be valid for the scheduled meeting. Proxies should be returned as follows:

By email	meetings@xcend.co
By mail	XCEND PO Box R1905, Royal Exchange NSW 1225
By mobile	Scan the QR Code on your proxy form and follow the prompts

1.10 Voting exclusions

Pursuant to requirements of the Corporations Act and Listing Rules, voting exclusions apply to certain Resolutions. Please refer to the Notice and to the discussion of the relevant Resolutions below for details of the applicable voting exclusions.

1.11 Poll

Shareholders are advised that all Resolutions to be considered at the Meeting will be put to a poll, in accordance with the provisions of the Company's Constitution.

1.12 Written Questions

Shareholders are encouraged to submit written questions in advance of the Meeting. Questions should relate to matters that are relevant to the business of the Meeting or the Company's operations. The Chair will seek to address as many of the more frequently raised and relevant written questions as possible during the course of the Meeting.

Please note that individual responses will not be sent to Shareholders. Written questions must be submitted by **5:00pm AEST on Tuesday 19 May 2026**.

Questions can be submitted by:

By email	cosec@csbcorpservices.com
By mail	C/O CSB Corporate Services Level 30, 35 Collins Street , Melbourne VIC 3000

1.13 Additional Information

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice. Terms and abbreviations used in this Notice and the Explanatory Statement are defined in Schedule 1.

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Business of the Meeting

Item			Shareholder Approval	Page
Ordinary Business				
A	Discussion of Financial Statements and Reports	To receive and consider the annual financial report of the Company and its controlled entities for the financial year ended 31 December 2025, together with the declaration of the Directors, Director's report, Remuneration Report and the auditor's report.	Not applicable	6
1	Resolution 1: Adoption of Remuneration Report	To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding ordinary resolution : <i>"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2025."</i> Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution. A voting prohibition applies to this resolution.	Non-binding	6
2	Resolution 2: Election of Ingrid Fraser-Williams	To consider and, if thought fit, to pass, with or without amendment, the following ordinary resolution : <i>"That Ingrid Fraser-Williams, a Director who was appointed as an additional director on 29 August 2025, retires in accordance with clause 62 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers herself for election as a Director of the Company."</i>	Ordinary Resolution	7
3	Resolution 3: Election of Gary Scott	To consider and, if thought fit, to pass, with or without amendment, the following ordinary resolution : <i>"That, for the purpose of clause 61 of the Company's Constitution, ASX Listing Rule 14.3 and for all other purposes, Gary Scott, having consented to act, be appointed as a director of the Company, effective immediately."</i>	Ordinary Resolution	8
4	Resolution 4: Approval of 7.1A Mandate	To consider and, if thought fit, to pass the following resolution as a special resolution : <i>"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to 10% of the total issued share capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."</i>	Special Resolution	9

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Voting Prohibition Statement

Resolution 1 – Adoption of Remuneration Report

Voting prohibition statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Dated: 24 April 2026

By order of the Board



Tamara Barr
Company Secretary

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EXPLANATORY STATEMENT

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

A DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2025, together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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

<https://investor.mayfield.com.au/investors>

There is no requirement for these reports to be formally approved by Shareholders. Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on these reports and on the business, operations and management of the Company.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (a) the conduct of the audit;
- (b) accounting policies of the Company for the preparation of the financial statements; and
- (c) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five (5) Business Days before the Meeting to the Company Secretary at the following locations:

Email	cosec@csbcorpsservices.com
Post	CSB Corporate Services Level 30, 35 Collins Street Melbourne VIC 3000

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Senior Management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for a financial year. The Chair of the meeting must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

1.2 Voting consequences

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

If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

1.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

1.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in **FAVOUR** of Resolution 1.

The Chair intends to exercise all undirected proxies in **FAVOUR** of Resolution 1.

2. RESOLUTION 2 – ELECTION OF INGRID FRASER-WILLIAMS

2.1 General

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

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ingrid Fraser-Williams, having been appointed as a Director by the Board on 29 August 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4, and being eligible, seeks election from Shareholders.

2.2 Qualifications and Other Material Directorships

Ingrid is an experienced CEO and Chair with more than 20 years' experience as a Non-Executive Director within health, community services, aged care, and disability sectors.

Ingrid has held senior management roles and directorships in ASX listed companies, Not-For-Profit and private businesses, as well as membership-based organisations, and government business enterprises at both state and federal levels.

Ingrid has focused on turning around underperforming businesses, improving operating efficiency and asset management, and balancing the demands of regulatory compliance, investor aspirations and community and consumer expectations.

Ingrid is currently Chair of genU, a large national organisation providing disability, aged, employment and training services. She also sits on the board of a private dental aggregator business.

2.3 Independence

Ingrid has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole, rather than in the interests of an individual security holder or other party.

If elected, the Board considers that Ingrid will be an independent Director.

2.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Ingrid.

2.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Ingrid will be elected to the Board as an independent Non-Executive Director.

If this Resolution is not passed, Ingrid will not continue in her role as an independent Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

2.6 Board Recommendation

Having received an acknowledgement from Ingrid that she will have sufficient time to fulfil her responsibilities as a Director and having reviewed Ingrid's performance since her appointment to the Board, having regard to the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Ingrid), recommend that Shareholders vote in **FAVOUR** of Resolution 2.

The Chair intends to exercise all undirected proxies in **FAVOUR** of Resolution 2.

3. RESOLUTION 3 – ELECTION OF GARY SCOTT

3.1 General

Pursuant to clause 64.1 of the Constitution, the Company may elect a person as a Director at a general meeting on the basis that a nomination has been received in accordance with the Constitution.

Embark Early Education Limited (ASX:EVO) (**Embark**) nominated Gary Scott as a Director and Gary Scott subsequently consented to act as a Director within the time prescribed under the Constitution.

Further information in relation to Gary is set out below.

3.2 Qualifications and Other Material Directorships

Gary has more than four years' experience in the early childhood education and care sector across multi-site operations, service quality, regulatory compliance and commercial performance.

Gary has worked across centre-level performance analysis, quality improvement activity, regulatory readiness, service improvement and remediation activity, and operational input into strategic and commercial decision-making within a publicly listed childcare environment, including at Embark, with exposure to board reporting and performance oversight. Gary has also served as a Nominated Supervisor within the sector, providing direct operational and regulatory accountability at service level.

Gary brings current, practical knowledge of the operational and regulatory frameworks applicable to licensed early learning services, including risk management, workforce leadership, quality assurance and the operational drivers of centre-level performance.

Gary's experience is grounded in the day-to-day realities of operating regulated early learning services in a challenging market environment, including cost pressure, regulatory scrutiny and performance variability across centres.

Prior to transitioning into the early childhood education and care sector, Gary worked in legal service environments, which contributed to his understanding of structured decision-making, regulated processes and organisational accountability.

Gary holds a Bachelor of Laws, a Bachelor of Physics and a Graduate Diploma of Legal Practice.

3.3 Independence

If elected, the Board does not consider that Gary Scott would qualify as an independent director as he was nominated by Embark, a substantial holder in the Company. Gary is also employed by Embark as Operations Manager.

3.4 Other material information

The Company conducts appropriate due-diligence checks on the background and experience of all candidates before their appointment to the Board.

These checks include an assessment of the candidate's experience, educational qualifications, character, criminal history and bankruptcy status, as well as an interview process to assess suitability for the role.

The Company completed these checks and processes in respect of Gary prior to the Meeting.

3.5 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Gary will be elected to the Board as a Non-Executive Director.

In the event that Resolution 3 is not passed, Gary will not join the Board as a director.

The Company may identify other suitably qualified candidates to join the Company.

3.6 Board Recommendation

Gary's nomination as a director was made outside of the Board's independent selection and appointment process.

Having received an acknowledgement from Gary that he will have sufficient time to fulfil his responsibilities as a director and having regard to the skills, knowledge, experience and capabilities required by the Board, the Board recommends that Shareholders vote in **FAVOUR** of Resolution 3.

The Chair intends to exercise all undirected proxies in **FAVOUR** of Resolution 3.

4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

4.1 General

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

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to add an additional 10% capacity and increase this 15% to 25% (**7.1A Mandate**).

An "eligible entity" for the purposes of ASX Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and as at 23 April 2026, the Company's market capitalisation is \$27,907,105.

4.2 Technical information required by ASX Listing Rule 14.1A

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

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

(a) Period for which the 7.1A Mandate is valid:

The 7.1A Mandate will commence on the date of the AGM at which the approval is obtained and expire on the earlier of:

- (i) 26 May 2027, being 12 months from the date of this AGM;
- (ii) the time and date of the Company's next AGM; and
- (iii) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price:

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of the Company's Equity Securities and be issued for cash consideration per security which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate:

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) the acquisition of childcare centres (including expenses associated with such an acquisition);
- (ii) development of the Company's current business; and
- (iii) general working capital.

(d) Risk of economic and voting dilution:

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 23 April 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the potential economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

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Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.185	\$0.370	\$0.740
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	75,424,609	7,542,461	\$1,395,355	\$2,790,711	\$5,581,421
50% increase	113,136,914	11,313,691	\$2,093,033	\$4,186,066	\$8,372,132
100% increase	150,849,218	15,084,922	\$2,790,711	\$5,581,421	\$11,162,842

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

The table above uses the following assumptions:

1. Based on the total number of fully paid ordinary Shares on issue as at 23 April 2026, being 75,424,609.

The issue price set out above is the closing market price of the Shares on the ASX on 23 April 2026, being \$0.37 (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.

2. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
3. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under Listing Rule 7.1.

The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
5. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.

The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

6. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

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Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the annual general Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate:

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. The recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under ASX Listing Rule 7.1A

The Company did not obtain approval under Listing Rule 7.1A.2 at its previous AGM. Accordingly, the Company has not issued any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

4.4 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

4.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in **FAVOUR** of Resolution 4.

The Chair intends to exercise all undirected proxies in **FAVOUR** of Resolution 4.

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SCHEDULE 1 | Glossary

\$	means Australian dollar.
7.1A Mandate	has the meaning given in Section 4.1.
AEST	means Australian Eastern Standard Time.
Annual General Meeting or Meeting	means the meeting convened by the Notice.
ASIC	means the Australian Securities & Investments Commission.
Associate	has the meaning given to it by the ASX Listing Rules.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.
Board	means the current board of directors of the Company.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Chair	means the chair of the Meeting.
Closely Related Party	of a member of the Key Management Personnel means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or (e) a company the member controls; or (f) a person prescribed by the Corporation Regulations 2001 (Cth).
Company	means Mayfield Childcare Limited (ACN 604 970 390).
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the current directors of the Company.
Equity Securities	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the Listing Rules of ASX.
Notice	means this notice of meeting including the Explanatory Statement and the Proxy Form.

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Proxy Form	means the proxy form accompanying the Notice.
Remuneration Report	means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2025.
Resolutions	means the resolutions set out in the Notice, or any one of them, as the context requires.
Section	means a section of the Explanatory Statement.
Security	means a Share or Option (as applicable).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of a Share.
Variable A	means "A" as set out in the formula in Listing Rule 7.1A.2.

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«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Your Annual General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting intends to vote in FAVOUR of all resolutions

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Tuesday 26 May 2026 at 11:00am (AEST)
Online	https://meeting.xcend.app/MFDAGM2026 (refer to the Online Meeting Guide)

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

Select: Mayfield Childcare Limited
Enter HIN/SRN: «AccountNumber»
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit <https://investor.xcend.app>
Enter your username and password, then click voting

@ Email

- Scan your completed and signed proxy form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:

Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Sunday 24 May 2026 at 11:00am (AEST)
(48 hours before the meeting)

For personal use only

SRN/HIN: «AccountNumber»

Registered Name & Address

«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

[Empty box for address correction]

**Your Proxy Form - Mayfield Childcare Limited
Annual General Meeting May 2026**

I/We, being member(s) of Mayfield Childcare Limited ("Company") and entitled to attend and vote, hereby appoint:

<input type="checkbox"/>	The Chair of the Meeting (Mark box with an X)	OR	Name of Proxy (If you are NOT appointing the Chair of the Meeting, write the name of the person or body corporate)	<input type="checkbox"/>
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or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Tuesday 26 May 2026 at 11:00am (AEST) to be held virtually via registration at <https://meeting.xcend.app/MFDAGM2026> (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy (or where the Chair of the Meeting becomes proxy by default), I/we give the Chair of the Meeting express authority to vote on Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Ingrid Fraser-Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Gary Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 7.1a Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1 <input type="text"/>	Joint Securityholder 2 <input type="text"/>	Joint Securityholder 3 <input type="text"/>
Sole Director/Sole Company Secretary <input type="text"/>	Director/Company Secretary <input type="text"/>	Director/Company Secretary <input type="text"/>
Print Name of Securityholder <input type="text"/>	Print Name of Securityholder <input type="text"/>	Print Name of Securityholder <input type="text"/>

Update your communication details:

Email Address <input type="text"/>	Phone Number (Contactable during business hours) <input type="text"/>
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By providing your email address, you consent to receive all future Securityholder communications electronically.

only Appointment of Proxy

For personal use Provide Your Proxy Voting Directions

Please Sign and Return * This section must be completed.

SRN/HIN: «AccountNumber»

Registered Name & Address

- «EntityRegistrationDetailsLine1Envelope»
- «EntityRegistrationDetailsLine2Envelope»
- «EntityRegistrationDetailsLine3Envelope»
- «EntityRegistrationDetailsLine4Envelope»
- «EntityRegistrationDetailsLine5Envelope»
- «EntityRegistrationDetailsLine6Envelope»

Online Meeting Guide

Registration (Required)

Register in advance via our Virtual Meeting Portal: <https://meeting.xcend.app/MFDAGM2026>
Or scan the QR code with your mobile device or tablet.



You will need	Your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) Your postcode (or country if outside Australia)
Accessing the Meeting Important - Please ensure the Zoom client is installed on your device to participate fully and ask questions during the meeting.	Once registered, you will receive: A Zoom webinar link Telephone dial-in details
Telephone Participation	Shareholders joining by telephone can listen to the meeting but may not be able to ask questions.
Voting	Voting will take place during the meeting via our meeting portal: https://meeting.xcend.app/MFDAGM2026 You will be prompted to vote at the appropriate time.
Proxy Holders	If you have been appointed as a proxy, please contact XCEND at least 24 hours before the General Meeting to obtain your login details.
Need Help?	Contact XCEND on +61 (2) 8591-8509 for assistance.

For personal use only
Attending the Meeting Virtually