

Notice of Annual General Meeting and Proxy Form

Plenti Group Limited (ASX:PLT) advises that an Annual General Meeting of Shareholders will be held on Tuesday, 18 August 2026 at 1:00pm (AEST) as a virtual meeting.

The following documents attached to this ASX announcement are being dispatched to Shareholders today:

1. Letter to Shareholders in relation to the Notice;
2. Notice of 2026 Annual General Meeting; and
3. Proxy Form.

Authorised for release by the Board of Plenti Group Limited.

For more information please contact:

Adam Bennett
Chief Executive Officer
shareholders@plenti.com.au

About Plenti

Plenti is a fintech lender. We provide faster, fairer loans by leveraging our smart technology.

We offer award-winning automotive, renewable energy and personal loans, delivered by our proprietary technology, to help creditworthy borrowers bring their big ideas to life.

Since our establishment in 2014, our loan originations have grown consistently, supported by diversified loan products, distribution channels and funding, and underpinned by our exceptional credit performance and continual innovation.

For more information visit plenti.com.au/shareholders.

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17 July 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

Plenti Group Limited ACN 643 435 492 (ASX: **PLT** or “the **Company**”), advises the 2026 Annual General Meeting will be held as a virtual meeting on Tuesday, 18 August 2026 at 1:00pm (AEST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://www.plenti.com.au/shareholders/> or the Company’s ASX market announcements platform at <https://www.asx.com.au/markets/company/PLT>.

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on ‘Meetings’ - ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can send their queries prior to the meeting via email at meetings@automicgroup.com.au.

Copies of all Meeting related material, including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.



Georgina Koch

Plenti Group Limited

Notice of 2026 Annual General Meeting
Explanatory Statement | Proxy Form

For personal use only



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18 August 2026 | 1:00pm AEST

This AGM will be held as a virtual meeting accessible online.

Registration will commence at **12:30pm (AEST)**.

Further instructions for attending the meeting online are provided within this Notice and in the Registration and Voting Guide available at <https://www.automicgroup.com.au/virtual-agms/>.

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

Letter from the Chairman

Dear Shareholders

On behalf of the Board of Plenti Group Limited (**Plenti**), I am pleased to invite you to join the Annual General Meeting (**AGM**), which will be held on **Tuesday, 18 August 2026** at **1:00pm (AEST)**.

Consistent with previous years, Plenti is holding its AGM in a virtual format, only accessible online.

Shareholders and proxy holders participating in the meeting will be able to submit questions and vote in real time. I encourage the lodgement of proxy votes ahead of the meeting and Shareholders are also able to submit their questions in advance via the company website.

Further details regarding participation in the AGM are set out on page 10 of this document.

The Notice of Meeting sets out the business that will be proposed at the AGM, with 5 key items in addition to the consideration of the financial statements and reports, and the adoption of the remuneration report.

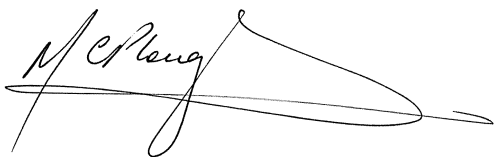
The items of business to be proposed at the meeting are:

- the re-election of Mary Ploughman as Director;
- the re-election of Peter Behrens as Director;
- the election of Jacqui Colwell as Director;
- the approval of an increase to Plenti's ASX Listing Rule placement capacity; and
- the renewal of proportional takeover provisions in the Company's Constitution.

The Board, excluding the interested directors, recommends that Shareholders vote in favour of the proposed resolutions.

The results of the AGM will be available at www.plenti.com.au and on the ASX after the meeting has concluded.

On behalf of the Board, I look forward to welcoming you to Plenti's 2026 AGM.



Mary Ploughman
Chairman

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Notice of Annual General Meeting

Notice is given that the 2026 Annual General Meeting of Plenti Group Limited (ACN 643 435 492) (the **Company**) will be held at 1:00pm (AEST) on Tuesday, 18 August 2026 as a virtual meeting (**Meeting** or **AGM**).

The Explanatory Statement to this Notice of Meeting provides additional information on each item of business to be considered at the Meeting. The Explanatory Statement and the Proxy Form constitute part of this Notice of Meeting.

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

Items of business

Item 1 – Financial statements and reports

To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 March 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report for that financial year.

Note: This item is for discussion only.

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

Item 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 31 March 2026."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. A voting prohibition applies to this Resolution (see Explanatory Notes for details).

Item 3 – Re-election of Mary Ploughman as a Director

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"To re-elect Mary Ploughman as a Director of the Company."

Item 4 – Re-election of Peter Behrens as a Director

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"To re-elect Peter Behrens as a Director of the Company."

Item 5 – Election of Jacqui Colwell as a Director

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"To elect Jacqui Colwell as a Director of the Company."

Item 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement, be approved."

Item 7 – Renewal of Proportional Takeover Provisions in the Constitution

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, pursuant to Section 648G of the Corporations Act 2001 (Cth), Shareholders approve the renewal of the proportional takeover provisions in the form contained in clause 14 of the Constitution of the Company for a period of three years with effect from the date of the Annual General Meeting."

BY ORDER OF THE BOARD



Georgina Koch
Company Secretary
Level 19, 123 Pitt Street
Sydney NSW 2000, Australia

17 July 2026

Explanatory Statement

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

If you are in any doubt about what to do in relation to the Resolutions in the Notice of Meeting, it is recommended that you seek advice from an accountant, solicitor, or other professional advisor.

Item 1 – Financial statements and reports

In accordance with the Constitution and 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 March 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report (together, the **Reports**).

Shareholders may view the Reports on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Reports, contact the Share Registry by sending an email to hello@automicgroup.com.au.

No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the Reports, as well as the management and performance of the Company.

The Company's auditor will also be present at the Meeting and Shareholders will be given a reasonable opportunity to ask questions of the Company's auditor in relation to the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

The Company recommends that Shareholders submit questions for the Company's auditor in advance of the Meeting. If Shareholders wish to submit questions for the Company's auditor prior to the Meeting, questions should be submitted by **5:00pm (AEST) on Tuesday 11 August 2026**. See "Important information" for further details on how to submit questions prior to the Meeting. Shareholders can raise questions for the Company's auditor on the day of the Meeting.

Item 2 – Adoption of Remuneration Report

In accordance with the Corporations Act, the Company is seeking the adoption of the Remuneration Report by Shareholders at the Meeting.

The Remuneration Report is set out in the Company's Annual Financial Report, which is available on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Remuneration Report, contact the Share Registry by sending an email to hello@automicgroup.com.au.

The Remuneration Report summarises the Company's approach to remuneration and the remuneration arrangements for Directors and key management personnel (**KMP**), including the terms of the incentive arrangements in place for KMP.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into account when considering future remuneration policies.

Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Remuneration Report, both prior to and during the Meeting.

Voting exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast on this item:

- (a) by or on behalf of a member of the Company's KMP, whose remuneration details are included in the Remuneration Report (or their Closely Related Parties) in any capacity; and
- (b) as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

unless the vote is cast as proxy for a person entitled to vote:

- (c) in accordance with the directions given to the proxy by that person on the Proxy Form; or
- (d) by the Chairman, as the Chairman has received express authority to vote undirected proxies as the Chairman sees fit, despite the fact that this item is connected with the remuneration of the Company's KMP.

If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on this item on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on this item even though this item is connected directly or indirectly with the remuneration of the KMP, which includes the Chairman.

Directors' recommendation

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

The Chairman intends to vote all available proxies in favour of this item.

Item 3 – Re-election of Mary Ploughman as a Director

Mary Ploughman was appointed as independent Non Executive Chairman in July 2020. At the Meeting, she will cease to hold office in accordance with article 21.1 of the Constitution and, being eligible, offers herself for re-election as a Director of the Company.

Mary brings over 30 years of leadership, financial services (including the non bank sector), capital markets, securitisation, mergers & acquisition, governance and risk management experience on a range of financial institutions, infrastructure and not for profit boards.

Mary served as a Non Executive Director of Sydney Motorway, and as Deputy Chairman of the Australian Securitisation Forum. Mary is a former CEO of Resimac Group Ltd. Before joining Resimac, Mary worked at Price Waterhouse Coopers and Macquarie Bank. Mary currently serves as Non Executive Director on Qualitas Ltd, and Housing Australia, and is Chairman of Pitcher Partners and Homesafe Solutions Pty Limited Boards. Mary is also a member of the Audit and Risk Committee for Sydney Metro. Mary is a senior advisor at Gresham and an advisor to Indigenous Business Australia.

Mary holds a Bachelor of Economics from The University of Sydney, is an Associate of the Securities Institute of Australia, a Graduate member of the Australian Institute of Company Directors and is a Fellow of the Australian Securitisation Forum.

Mary is a member of the following Committees:

- Audit and Risk Committee; and
- People and Culture Committee.

An assessment was undertaken of Mary's independence as against the requirements set out in the Board Charter and the independence criteria in the ASX Corporate Governance Principles and Recommendations. The Board is satisfied that Mary is an independent Director.

Directors' recommendation

The Directors (excluding Mary Ploughman) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Item 4 – Re-Election of Peter Behrens as a Director

Peter Behrens was appointed as a Non-Executive Director in August 2020. At the Meeting, he will cease to hold office in accordance with article 21.1 of the Constitution and, being eligible, offers himself for re-election as a Director of the Company.

Peter co-founded and serves as a Non-Executive Director of Hexla Limited. Peter has 20 years' experience in law, financial services and growth companies with Ashurst, Royal Bank of Scotland plc, Laxfield Capital, Retail Money Market Limited (which traded as 'RateSetter', a leading United Kingdom-based peer-to-peer lending business) and Metro Bank plc. Peter previously served as a non-executive director of George Banco Limited.

Peter is a member of the Audit and Risk Committee.

An assessment was undertaken of Peter's independence as against the requirements set out in the Board Charter and the independence criteria in the ASX Corporate Governance Principles and Recommendations. The Board is satisfied that Peter is an independent Director.

Directors' recommendation

The Directors (excluding Peter Behrens) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Item 5 – Election of Jacqui Colwell as a Director

Jacqui Colwell was appointed as a Non-Executive Director in November 2025. At the Meeting, she will cease to hold office in accordance with article 20.4 of the Constitution and, being eligible, offers herself for election as a Director of the Company.

Jacqui Colwell brings over 30 years of experience in the financial services industry, spanning large, regulated organisations, fintechs, start-ups, crypto payments, and funds management. She has deep expertise in banking, payments, credit and risk management, regulatory compliance, governance, and strategy.

Jacqui currently serves as a Non-Executive Director of Wise Australia, where she chairs the Risk Committee, as a Non-Executive Director of the Catholic Development Fund (Archdiocese of Melbourne), chairing its Finance Committee, and as a Non-Executive Director of BankVic. She is also an Advisory Board member for Damisa Pty Ltd. Her previous governance roles include Chair of a Community Bank and positions within the not-for-profit sector.

In her executive career, Jacqui co-founded Judo Bank and served as its Chief Risk Officer. She also held senior leadership roles at NAB, including Chief Risk Officer for Retail Banking and Head of Business Banking for Victoria, Tasmania, and SA/NT.

Jacqui holds a Bachelor of Economics, is a Fellow of FINSIA, and is a Graduate Member of the Australian Institute of Company Directors.

Jacqui is a member of the Audit and Risk Committee and is the Chair of the People and Culture Committee.

An assessment was undertaken of Jacqui's independence as against the requirements set out in the Board Charter and the independence criteria in the ASX Corporate Governance Principles and Recommendations. The Board is satisfied that Jacqui is an independent Director.

Directors' recommendation

The Directors (excluding Jacqui Colwell) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Item 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Background

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

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an additional 10% capacity (**10% Placement Capacity**).

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

As at 2 June 2026, the Company had a market capitalisation of approximately \$145.95M based on the number of Shares on issue and the closing price of Shares of \$0.80 and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity, this item will be withdrawn.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. As at the date of this Notice, the Company currently has one class of quoted equity securities on issue, being the Shares.

If this item 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. Additionally, the number of Shares the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If this item is not passed, the Company will not be able to access the 10% Placement Capacity to issue equity securities without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3A.

Period for which the approval will be valid

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A

The issue price per equity security must not be less than 75% of the VWAP of the equity securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A may be used

Any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A during the ASX Listing Rule 7.1A mandate period, if Shareholders approve this item. However, if Shareholders approved this item and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business;
- (b) for the Company's working capital requirements; and
- (c) to acquire assets.

Risk of economic and voting dilution to existing Shareholders

If this Resolution is approved, and the Company issues equity securities under ASX Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) 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 approval under ASX Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under ASX Listing Rule 7.1A.

The table on the following page shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2

Potential Dilution and Funds Raised

		\$ 0.40 50% decrease in issue price	\$ 0.80 issue price ^(b)	\$ 1.60 100% increase in issue price
"A" is the number of shares on issue,^(a) being 182,439,253 Shares	10% voting dilution^(c)	18,243,925	18,243,925	18,243,925
	Funds raised	\$7,297,570	\$14,595,140	\$29,190,280
"A" is a 50% increase in shares on issue, being 273,658,880 Shares	10% voting dilution^(c)	27,365,887	27,365,887	27,365,887
	Funds raised	\$10,946,355	\$21,892,710	\$43,785,419
"A" is a 100% increase in shares on issue, being 364,878,506 Shares	10% voting dilution^(c)	36,487,850	36,487,850	36,487,850
	Funds raised	\$14,595,140	\$29,190,280	\$58,380,560

Notes:

Based on the total number of fully paid ordinary Shares on issue as at 2 June 2026. Note that the number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval or that are issued with Shareholder approval under ASX Listing Rule 7.1.

(a) Based on the closing price of the Company's Shares on ASX as at 2 June 2026.

(b) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under ASX Listing Rule 7.1A.

(c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(d) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Allocation policy for issues under ASX Listing Rule 7.1A

The recipients of any equity securities issued under the 10% Placement Capacity have not yet been determined. The Company's allocation policy and the identity of the recipients of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

- the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;
- the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- the potential effect on the control of the Company;
- the Company's financial position and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the ASX Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board reserves the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the ASX Listing Rule 7.1A mandate period, details regarding the recipients and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under ASX Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This item is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the item by Shareholders (by number of Shares) must be in favour of this item.

Voting exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this item.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Item 7 – Renewal of Proportional Takeover Provisions in the Constitution

Background

Provisions dealing with proportional takeover bids for the Shares in accordance with the Corporations Act were incorporated into the Constitution following the Company's Initial Public Offering (IPO) on 23 September 2020. The provisions, set out in Clause 14 of the Constitution, are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. These provisions will cease to have effect from 8 August 2026.

Accordingly, a Special Resolution is being put to Shareholders to renew the proportional takeover provisions in the Constitution in the same form as they currently exist.

The Constitution (including the proportional takeover provisions in Clause 14) can be accessed at <https://www.plenti.com.au/shareholders/constitution-policies/>.

If approved by Shareholders at the Meeting, the proportional takeover provisions in Clause 14 will operate for three years from the date of the Meeting (i.e. until 18 August 2029).

Effect of the proportional takeover provisions

If a proportional takeover offer is made to Shareholders of the Company, Clause 14 requires the Board of the Company to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover offer. Under the Corporations Act, the approving resolution must be passed at least 14 days before the last day of the proportional takeover bid period (**Resolution Deadline**).

To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that, if no resolution to approve the bid has been voted on by the Resolution Deadline, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of Shares resulting from acceptance of an offer under that bid may be registered, subject to the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Clause 14 only applies to proportional takeover bids, where an offer is made to each Shareholder to buy a portion of that Shareholder's Shares. It does not apply to full takeover bids.

Reasons for proportional takeover provisions

In the Board's view, the relevant Shareholders should have the opportunity to vote on a proposed proportional takeover bid.

A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest. As a result, the relevant Shareholders may not have the opportunity to dispose of all their Shares and risk being part of a minority interest in the Company or suffering loss if the takeover bid causes a decrease in the market price of the Shares or makes the Shares less attractive and, accordingly, more difficult to sell. The renewal of Clause 14 would mean this could only occur with the approval of a majority of the relevant Shareholders.

Knowledge of any acquisition proposals

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

Review of advantages and disadvantages of proportional takeover provisions

Whilst Clause 14 has been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages and disadvantages of Clause 14 for the Directors or Shareholders during this period.

Potential advantages and disadvantages of proportional takeover provisions

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

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

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

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

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

The Directors believe the potential advantages outweigh the potential disadvantages of adopting the proportional takeover provisions and, as a result, consider that the proportional takeover provisions in Clause 14 are in the interests of Shareholders.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Important Information

The AGM will be held at **1:00pm (AEST) on Tuesday, 18 August 2026** as a virtual meeting.

You will need a computer, tablet or mobile device with internet connection to attend and participate in the Meeting.

A person is eligible to vote at the Meeting if they are a registered Shareholder at **5:00pm (AEST) on Sunday, 16 August 2026**.

Virtual meeting

Shareholders

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

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

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

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

To access the virtual meeting on the day:

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

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

Proxyholders

If you are entitled to vote at the AGM, you can appoint a proxy to attend and vote on your behalf.

A proxy does not need to be a Shareholder and may be an individual or a body corporate. Should you hold two or more Shares, you are able to appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. Where the proportion or number of votes is not specified, each proxy may exercise one half of the total number of votes that Shareholder is entitled to exercise.

Proxyholders will need their proxy details to login to the online AGM platform and participate. Please contact the Share Registry, Automic, before the AGM on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or at meetings@automicgroup.com.au to obtain these details and otherwise refer to the information in the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>.

Shareholder questions

If you are entitled to vote at the AGM, you are encouraged to submit written questions for the Company or the auditor before the AGM.

Please submit all questions by **5:00pm (AEST) on Tuesday, 11 August 2026** by emailing meetings@automicgroup.com.au.

Shareholders will also be able to ask questions during the Meeting via the online AGM platform. Information on how to ask questions, verbally and in writing through the online platform, is set out in the Registration and Voting Guide.

The Chairman will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM, however there may not be sufficient time available to address all of the questions and comments raised.

Voting

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

Voting on all items will be conducted by poll and the results will be announced to the ASX and made available on the Company's website as soon as practicable after they are known.

Voting during the Meeting

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

1. Open your internet browser and go to investor.automic.com.au
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are strongly encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.

- Follow the prompts to record your voting direction for each resolution and click **"Submit votes"**. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

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

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

Voting by proxy

Shareholders can vote by proxy. Information on how to lodge a proxy vote prior to the Meeting is set out further below.

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

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

Your proxy instruction must be received not later than **1:00pm (AEST) on Sunday, 16 August 2026**. **Proxy Forms received later than this time will be invalid.**

If the Proxy Form directs the proxy how to vote on a particular resolution:

- a proxy who is not the Chairman of the meeting does not need to vote but if the proxy does vote, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the meeting, the proxy must vote and must vote as directed.

Default to the Chairman

If:

- a Shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the Shareholder's proxy either:
 - does not attend the AGM; or
 - attends the AGM but does not vote on the resolution,

then the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that Shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the meeting must vote in accordance with the written direction of that Shareholder.

Voting intention of the Chairman

Where entitled to do so, and subject to the voting restrictions set out in this Notice of Meeting, the Chairman intends to vote all undirected proxies in favour of items 2 to 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 provided to the Share Registry with the Proxy Form by **1:00pm (AEST) on Sunday, 16 August 2026**, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

A corporate Shareholder may appoint a person to act as its representative. If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative must provide the Share Registry with adequate evidence of their appointment (such as an Appointment of Corporate Representative form confirming that they are authorised to act as the Shareholder's representative at the AGM) by **1:00pm (AEST) on Sunday, 16 August 2026**, unless this has previously been provided to the Share Registry.

Important information relating to election to receive documents

Shareholders can elect to receive documents relating to their shareholding electronically or in paper copy. These documents include dividend statements, Plenti's annual report and notices of meeting (together with documents relating to shareholder meetings and resolutions to be considered). Shareholders can also elect not to receive an annual report. If you choose not to receive an annual report you can access it on our website at <https://www.plenti.com.au/shareholders/results/>.

Following the passing of the Corporations Amendment (Meetings and Documents) Act 2022 in February 2022, Plenti will now issue notices of annual and general meetings electronically where a Shareholder has provided a valid email address, unless the Shareholder has elected to receive a paper copy of these documents.

Shareholders can make their election via <https://investor.automic.com.au> or by contacting Automic (using the details below).

Enquiries

Shareholders can contact the Share Registry, using the details below if they have any queries in respect of the matters set out in these documents.

Automatic contact information

Phone: 1300 288 664 (within Australia)
+61 2 9698 5414 (International)

Email: hello@automicgroup.com.au

Website: <https://www.automicgroup.com.au>

Postal address: Automic
GPO Box 5193
Sydney NSW 2001

Office address: Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

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Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 31 March 2026 as lodged by the Company with ASX on 20 May 2026.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

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.

ASX Listing Rules means the official rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton Audit Pty Ltd dated 20 May 2026 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Chairman means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (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;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Plenti Group Limited ACN 643 435 492.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth), as amended or replaced from time to time.

Director means a current director of the Company.

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

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

FY26 means the financial year ended 31 March 2026.

KMP means key management personnel (including the Directors) of the Company.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 17 July 2026 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry or **Automic** means Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market price, with respect to the price of Shares.

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Plenti

www.plenti.com.au

Your proxy voting instruction must be received by **1:00pm (AEST) on Sunday, 16 August 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Plenti Group Limited, to be held virtually at **1:00pm (AEST) on Tuesday, 18 August 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **“register”** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
2 Adoption of Remuneration Report	☐	☐	☐
3 Re-election of Mary Ploughman as a Director	☐	☐	☐
4 Re-election of Peter Behrens as a Director	☐	☐	☐
5 Election of Jacqui Colwell as a Director	☐	☐	☐
6 ASX Listing Rule 7.1A Approval of Future Issue of Securities	☐	☐	☐
7 Renewal of Proportional Takeover Provisions in the Constitution	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone	Date (DD/MM/YY)
<table border="1" style="width: 90%; height: 30px; border-collapse: collapse;"></table>	<table border="1" style="width: 80%; height: 30px; border-collapse: collapse;"></table>

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).