ASX Announcement

27 August 2026

Notice of Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, Titomic Limited attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for the Annual General Meeting as sent to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting; and
3. Proxy Form.

This announcement has been authorized for release by Titomic's Board of Directors.

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ABOUT TITOMIC LIMITED

Titomic Limited (ASX: TTT) is a leading Advanced manufacturing company with global operations specializing in large integrated solutions for industrial- scale metal additive manufacturing, coating, and repairs using its patented kinetic fusion cold spray (Titomic Kinetic Fusion™) technology. Titomic Kinetic Fusion™ cold spray solutions provide OEM production and R&D services to the global Aerospace, Defense, Shipbuilding, Oil & Gas, Mining and Automotive industries. Titomic also offers global sales and support for all its Titomic Kinetic Fusion™ cold spray AM activities from its Huntsville, Alabama Global Headquarters, as well as through local presence in the Australia and Europe. Titomic delivers competitive advantages in metal additive manufacturing at every stage in the product value chain. For more information, please visit www.titomic.com.

FORWARD LOOKING STATEMENTS

Certain statements made in this release are forward-looking statements and are based on Titomic's current expectations, estimates and projections. Words such as "anticipates", "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward-looking statements. Although Titomic believes the forward-looking statements are based on reasonable assumptions, they are subject to certain risks and uncertainties, some of which are beyond Titomic's control, including those risks or uncertainties inherent in the process of both developing and commercializing technology. As a result, actual results could materially differ from those expressed or forecasted in the forward-looking statements. The forward-looking statements made in this release relate only to events as of the date on which the statements are made. Titomic will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this release except as required by law or by any appropriate regulatory authority.

27 August 2026

Dear Shareholder

Re: Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Titomic Limited (**Titomic** or **Company**) will be held virtually via the online platform https://meetnow.global/MM9D79S on Monday 28 September 2026 at 9.00am (AEST).

The AGM will be held as a virtual only meeting, whereby shareholders can attached via the online platform at https://meetnow.global/MM9D79S. Registration opens from 8.30am (AEST) on the day of the Meeting. Accordingly, shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

In order to provide shareholders with the opportunity to fully participate in the Meeting, the Company announces that shareholders can attend virtually via the online platform at https://meetnow.global/MM9D79S. To do this you will need a desktop or mobile/tablet device with internet access, you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a security holder or proxy holder. The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time.

Whilst live voting will now be available, shareholders are still strongly recommended to submit their votes by proxy. Instructions on how to submit votes by proxy are contained within the 'Proxies' section within the Notice of Meeting.

VOTING IS NOW OPEN. To vote online in relation to the following account, please follow the instructions below:

STEP 1: Visit https://www.investorvote.com.au

STEP 2: Enter your Control Number, your SRN / HIN and your Postcode as per the Proxy Form

STEP 3: Follow the prompts to vote on each resolution

Important Note: For your voting instructions to be valid and counted towards the meeting please ensure your online lodgment is received no later than Shareholders at 9.00am (AEST) on Saturday, 26 September 2026. Voting instructions received after this time will not be valid for the scheduled meeting.

The Company will not be dispatching physical copies of the Notice of Meeting and Explanatory Memorandum (**Notice of Meeting**). The Notice of Meeting will be made available to shareholders electronically as follows:

1. Online on the Titomic Limited website – https://www.titomic.com
2. At our share registry website https://www.investorcentre.com.au by logging in and selecting Company Announcement from the main menu.
3. A copy of the Notice of Meeting has also been lodged on the Company's ASX market announcements platform.

Enclosed is a Voting Form and Reply-Paid envelope.

Shareholders who have provided an email address will receive an email to their nominated email address with a link to an electronic copy of the Notice of Meeting and the Voting Form. If you would like to receive electronic communications from the Company in the future, please update your communication elections online at https://www.investorcentre.com.au.

If you are unable to access the Notice of Meeting online, please contact our share registry Computershare Investor Services Pty Ltd at +61 (0)3 9415 4000 (outside Australia) or 1300 850 505 (within Australia) during business hours to arrange a copy.

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Yours sincerely

Geoff Hollis
Company Secretary
Titomic Limited

Titomic Limited

ACN: 602 793 644

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Monday, 28 September 2026

Time of Meeting: 9.00am (AEST)

Place of Meeting: We will be holding our AGM as a virtual meeting via the Computershare Meeting Platform. Shareholders will not be able to attend the Meeting at any physical location. You can access the online platform by entering the following URL http://meetnow.global/MM9D79S.

The Notice of Meeting is also available on the Company's website at www.titomic.com

This is an important document. It should be read in its entirety.
If you are in doubt as to the course you should follow, consult your financial or other professional adviser

Notice is hereby given that the 2026 Annual General Meeting of Shareholders of the Company will be held on Monday, 28 September 2026 commencing at 9.00am (AEST) as a virtual meeting (**Meeting**).

As the Meeting will be held virtually, Shareholders will be able to attend online. Instructions on how to attend the Meeting are contained in this Notice of Meeting.

The Board encourages shareholders to monitor the ASX and the Company's website for any updates in relation to the Annual General Meeting that may need to be provided. In the meantime, the Board encourages shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

Dear Shareholder,

Titomic Limited ACN 602 793 644 (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on Monday, 28 September 2026 and we invite you to attend.

The meeting will be held virtually and is to commence at 9.00am (AEST) to consider, in summary, the following items of business:

1. Financial Statements in respect of financial year 2025 (six months ended 31 December 2025);
2. Resolution 1 - Adoption of 2026 Remuneration Report;
3. Resolution 2 – Election of Retired Lt Gen Henry “Trey” Obering;
4. Resolution 3 – Re-election of Dag Stromme;
5. Resolution 4 – Re-election of Humphrey Nolan;
6. Resolution 5 – Approval of issue of options Retired Lt Gen Henry ‘Trey’ Obering;

You can participate online using your smartphone, tablet or computer. You will be able to view a live webcast of the meeting, ask questions online and submit your votes in real time. You can access the online platform by entering the following URL http://meetnow.global/MM9D79S in your web browser.

Online registration will open 30 minutes before the meeting. If you wish to vote in advance of the meeting you can lodge a proxy vote online at www.investorvote.com.au.

Attached to this letter is a Notice of the AGM and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the meeting.

If you are unable to attend the AGM or prefer to vote by proxy, we encourage you to vote using the Proxy Form, which is also enclosed.

Thank you for your continued support.

Yours faithfully

Geoff Hollis
Company Secretary
Titomic Limited

Dated: 27 August 2026

TITOMIC LIMITED

ACN: 602 793 644

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting of Titomic Limited ACN 602 793 644 will be held at 9.00am (AEST) on Monday, 28 September 2026 as a virtual meeting only.

The attached Explanatory Memorandum is provided to supply Shareholders with information to allow them to make an informed decision regarding the Resolutions set out in this Notice of Meeting. The Explanatory Memorandum is to be read in conjunction with this Notice.

This Notice 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.

Virtual Meeting Attendance

Online registration will open from 8.30am (AEST) on Monday, 28 September 2026. We recommend that shareholders and proxyholders log in at least 15 minutes prior to the Meeting. Shareholders must use the Computershare Meeting Platform to attend and participate in the Meeting online, following the instructions below:

1. Enter the following URL http://meetnow.global/MM9D79S on your computer, tablet or smartphone. Click on 'Join Meeting Now'.

2. Enter your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). Proxyholders will need to enter a unique email invitation link obtained before the Meeting day (see the attached Online Meeting Guide, also available at www.computershare.com.au/virtualmeetingguide).

3. Enter your postcode registered to your holding if you are an Australian shareholder. If you are an overseas shareholder select the country of your registered holding from the drop-down list.

4. Accept the Terms and Conditions and 'Click Continue'.

You can view the Meeting live, ask questions via a live text facility or verbally, and cast votes while the Meeting is in progress.

1. Agenda - Ordinary Business

2026 Annual Financial Statements

To receive and consider the Annual Financial Report of the Company for the six months ended 31 December 2025 together with the Remuneration Report, Director's Declaration and the reports of the Directors and company Auditor.

As announced on 18 November 2025, the Company changed its financial year end from 30 June to 31 December to align its reporting dates with its United States and Netherlands based subsidiaries. The Annual Financial Report of the Company for the financial year ended 31 December 2025 accordingly covers the six-month period from 1 July to 31 December 2025.

While no resolution is required in relation to this item, Shareholders will be given reasonable opportunity to ask questions and make comments on the Company's Annual Financial Report.

A representative of the Company's Auditor, RSM Australia Partners, will be present at the Meeting and Shareholders will have an opportunity to ask the Auditor's representative questions in relation to the conduct of the audit, the Auditor's report, the Company's accounting policies, and the independence of the Auditor.

The Titomic Limited 2026 Annual Report for the six months ended 31 December 2025 can be viewed online at the Company's website http://www.titomic.com on the "Investor Centre" page under "Announcements", then "Annual reports".

Resolution 1 Adoption of 2026 Remuneration Report

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

"That the Company adopt the Remuneration Report for the for the six months ended 31 December 2025 in accordance with section 250R(2) of the Corporations Act."

Voting Exclusion Statement:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either a member of the Key Management Personnel or a Closely Related Party of those members (each a **KMP**). However, the KMP may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a KMP and either:

(a) the KMP is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or

(b) the voter is the chair of the Meeting and the appointment of the chair as proxy:

  (i) does not specify the way the proxy is to vote on the resolution; and

  (ii) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 2 Approve election of Lt Gen Henry "Trey" Obering

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

"That, for the purposes of the Company's Constitution and for all other purposes, Lt Gen Henry "Trey" Obering, being eligible, be elected as a Director of the Company."

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 3 Re-election of Mr Dag Stromme

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

"That, for the purposes of ASX Listing Rule 14.4, clause 20.3 of the Constitution and for all other purposes, Mr Dag Stromme, who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 4 Re-election of Humphrey Nolan

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

"That, for the purposes of ASX Listing Rule 14.4, clause 20.3 of the Constitution and for all other purposes, Mr Humphrey Nolan, who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 5 Approval of issue of Options to Lt Gen Henry "Trey" Obering

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

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Options to Director, Lt Gen Henry "Trey" Obering, on the terms and conditions and as detailed in the Explanatory Memorandum which accompanies this Notice of Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Lt Gen Henry "Trey" Obering and any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of the Options); and
- any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

1. the proxy is either:
   a. a member of the Company's Key Management Personnel; or
   b. a closely related party of a member of the Company's Key Management Personnel; and

2. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

1. the proxy is the Chair of the Meeting; and
2. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

2. Proxy Instructions

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

(a) A proxy need not be a Shareholder.

(b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.

(c) If the Shareholder appoints only one proxy, that proxy is entitled to vote. Voting will take place by proxy and not a show of hands.

(d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.

(e) A Proxy Form accompanies this Notice.

(f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.

(g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.

(h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.

(i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

The Proxy Form (together with any relevant authority) must be received by no later than 9.00am (AEST) on Saturday, 26 September 2026, **48 hours** before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

(j) The completed Proxy Form may be lodged as follows:

- **Online**: www.investorvote.com.au
- **By fax**: 1800 783 447 within Australia or +61 3 9473 2555 outside Australia
- **By mail**: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001

(k) The Chair of the Meeting intends to vote all available proxies in favour of all Resolutions.

3. Undirected Proxies

The Chair of the Meeting will vote undirected proxies on, and in favour of, proposed Resolutions 2 to 5.

4. Corporate Representatives

Corporate representatives are requested to provide appropriate evidence of appointment as a representative in accordance with the constitution of the Company prior to the Meeting. Attorneys are requested to provide the original or a certified copy of the power of attorney pursuant to which they were appointed to the Share Registry prior to the start of the Meeting. Proof of identity may also be required for corporate representatives and attorneys.

5. Determination of voting entitlement

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), the Board has determined that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9.00am (AEST) on Saturday, 26 September 2026.

6. Votes

Every resolution will be conducted by poll.
On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each Share held.

7. Questions and Comments by Shareholders at the Meeting

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company, or to the Company's auditor in relation to the conduct of the external audit for the six months ended 31 December 2025 or the content of its audit report. Please send your questions via email to:

Geoff Hollis
Company Secretary
Titomic Limited
geoff.hollis@titomic.com

Written questions for the Company's Auditor must be received by no later than 11.00am (AEST) on Wednesday, 26 September 2026. Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the six months ended 31 December 2025.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

A representative of RSM Australia Partners will be available to provide answers to questions at the Meeting.

For and on behalf of the Board of Directors,

Geoff Hollis
Company Secretary
Titomic Limited

Dated: 27 August 2026

TITOMIC LIMITED
ACN: 602 793 644

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

1. 2026 ANNUAL FINANCIAL STATEMENT

In accordance with the Company's Constitution and the Corporations Act, the business of the Meeting will include receipt and consideration of the Company's Financial Report together with the Remuneration Report, Director's Declaration and the reports of the Directors and company Auditor.

No resolution is required in relation to this item. Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

The Titomic Limited Annual Report for the six months of the six months ended 31 December 2025 can be viewed online at the Company's website http://www.titomic.com on the "Investor Centre" page under "Announcements", then "Annual Reports" (noting that the report covers six months, because the Company changed its financial year from 30 June to 31 December during the period).

ORDINARY RESOLUTIONS

2. Resolution 1 Adoption of 2026 Remuneration Report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the six months ended 31 December 2025. The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration.

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report.

Resolution 1 seeks Shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of the vote on this resolution is advisory only and not binding on the Company or the Board.

The Corporations Act provides that members of the Key Management Personnel (**KMP**) (as set out in the Company's Annual Report for the six months ended 31 December 2025 and which includes the Chair), whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report. Further information on voting restrictions, including details on proxy votes, is set out below.

Sections 250U to 250Y of the Corporations Act details a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report must contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.

- A ‘second strike’ will occur if the resolution to adopt the Remuneration Report at the 2026 Company Annual General Meeting also receives a ‘no’ vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the ‘spill resolution’). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a first strike.

The Remuneration Report is set out in the Company’s Annual Report for the six months ended 31 December 2025 which is available at the Company's website http://www.titomic.com on the "Investor Centre" page under "Announcements", then “Annual Reports”.

Voting Restrictions

KMP and their closely related parties are not permitted to vote on this Resolution. KMPs of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company’s KMPs for the six months ended 31 December 2025. ‘Closely related parties’ are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the shareholder expressly authorises the Chair to exercise the proxy.

Accordingly, if you have appointed the Chair as your proxy you must either direct the Chair how to vote, or otherwise, expressly authorise the Chair to vote undirected proxies notwithstanding that the Chair or KMP may benefit.

Board Recommendation

The Board abstains from making a recommendation in relation to Shareholders voting on Resolution 1.

3. Resolution 2 Election of Lt Gen Henry “Trey” Obering

ASX Listing Rule 14.4 requires that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Retired Lt Gen Obering was appointed to the Board on 11 March 2026 by the Directors pursuant to article 19.4(a) of the Company’s Constitution. In accordance with article 19.4(b) of the Company’s Constitution, Lt Gen Obering may only hold office until the next annual general meeting of the Company and is then eligible for election at that meeting.

Lt Gen Obering offers himself for election in accordance with the Listing Rules and article 19.4(b) of the Company’s Constitution.

Appointed to the Board	11 March 2026
Last elected by shareholders	Not Applicable
Experience	Lt Gen Henry “Trey” Obering is a retired Lieutenant General of the United States Air Force with more than 35 years’ experience in defence, space systems, missile defence, advanced technology programs and national security capability acquisition. Lt Gen Obering previously served as Director of the U.S. Missile Defense Agency, where he led the development and deployment of the first integrated, layered Missile Defense System for the United States, allies and friends. In this capacity, he oversaw one of the largest defense acquisition portfolios in the U.S. Department of Defense and was widely recognized internationally for leadership in missile defense and space security.. Following his military career, Lt Gen Obering held senior advisory and executive roles in the defence and technology sectors, including with Booz Allen Hamilton, advising defence and intelligence community clients on acquisition strategy, advanced technologies, program management and national security programs. Lt Gen Obering holds a Bachelor of Science in Aerospace Engineering from the University of Notre Dame and a Master of Science in Astronautical Engineering from Stanford University.

Other Listed Current Directorships	None
Committees	None

Board Recommendation

The Directors (with Lt Gen Obering abstaining) recommend that you vote in favour of this Resolution.

4. Resolution 3 Re-election of Mr Dag Stromme

ASX Listing Rule 14.4 requires that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. In accordance with clause 20.3 of the Company's Constitution, one third of the Directors, must retire at each AGM.

Mr Dag W.R. Stromme retires, in accordance with the ASX Listing Rules and the Constitution, and offers himself for election.

Appointed to the Board	1 July 2020
Last elected by shareholders	23 November 2023 (2023 AGM)
Experience	Mr Dag W.R. Stromme is an investor and entrepreneur with over 30 years of experience from successful private ownership and leading European, as well as global, financial institutions. He has been running his own investment office, PAACS Invest, since 2015. His experience spans global mergers and acquisitions, corporate finance, capital markets and long-term value creation. Mr Stromme was previously a senior industry adviser to Triton, an investment firm with €17B under management. He joined Morgan Stanley in New York in 1990, focusing on mergers and acquisitions and was a Managing Director of Morgan Stanley London from 2001 to 2007 and Co-Head of Nordic Investment Banking from 2000 to 2007. Mr Stromme has been a director of various public and non-public companies. He is currently controlling shareholder and Chairman of Racom AS, a technology company focused on security for public and private institutions, and a director of software company Arundo.
Other Listed Current Directorships	None
Committees	Audit & Risk Committee Member Remuneration & Nomination Committee Member

Board Recommendation

The Directors (with Mr Stromme abstaining) recommend that you vote in favour of this Resolution.

5. Resolution 4 Re-election of Humphrey Nolan

ASX Listing Rule 14.4 requires that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. In accordance with clause 20.3 of the Company's Constitution, one third of the Directors, must retire at each AGM.

Mr Humphrey Nolan retires, in accordance with the ASX Listing Rules and the Constitution, and offers himself for election.

Appointed to the Board	1 July 2020
Last elected by shareholders	23 November 2023 (2023 AGM)
Experience	Mr Humphrey Nolan is a seasoned Board Director and CEO with over 30 years' experience driving strategic and operational change across industrial, logistics and distribution industries. Mr Nolan has held senior leadership positions within global logistics companies, including at the P&O Group. Mr Nolan is currently Chairman of the Nolan Group and Tapex Group, both

	leading distributors of technical and industrial textiles operating across Australia and New Zealand. Mr Nolan has extensive experience leading manufacturing, industrial and distribution businesses through periods of growth, transformation and international expansion.
Other Listed Current Directorships	None
Committees	Audit & Risk Committee Member Remuneration & Nomination Committee Member

Board Recommendation

The Directors (with Mr Nolan abstaining) recommend that you vote in favour of this Resolution.

6. Resolution 5 Approval of Issue of Options to Lt Gen Henry "Trey" Obering

Background

Options are being issued to Lt Gen Henry "Trey" Obering as part of his remuneration package.

Resolution 5 seeks Shareholder approval to issue and allot 5,000,000 Options to Director Lt Gen Henry Trey Obering (**Director Options**).

6.1. Summary and Terms of Proposed Director Options

Director	Options	Exercise Price	Vesting Period	Hurdle (15-day Trading)	Expiry
Lt Gen Obering	1,250,000	Nil	12 months	$0.44	Seven years from vesting
Lt Gen Obering	1,750,000	Nil	24 months	$0.77	Seven years from vesting
Lt Gen Obering	2,000,000	Nil	36 months	$1.00	Seven years from vesting
Total	5,000,000				

6.2. ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of equity securities to a related party of the company. As Lt Gen Obering is a Director, he is a related party of the Company.

Accordingly, approval for the issue of 5,000,000 Options to Lt Gen Obering is required pursuant to ASX Listing Rule 10.11. As approval of Shareholders is being sought pursuant to ASX Listing Rule 10.11, approval under ASX Listing Rule 7.1 is not required.

6.3. Information required by ASX Listing Rule 10.13

Recipients of issue	Lt Gen Henry "Trey" Obering
Category under ASX Listing Rule 10.11	ASX Listing Rule 10.11.1 Lt Gen Obering is a Director of the Company, and is therefore a related party of the Company.
Number and class of the securities to be issued	5,000,000 Options, issued on the terms set out below
Material terms of the securities	Tranche 1 The Options will vest after a period of 12 months from the issue date if the Company achieves a performance hurdle of $0.44 (for 15 consecutive trading days), and have an expiry date of seven years from vesting. After vesting, the Options may be exercised by the holder at an exercise price of nil. Upon exercise of the Options, the holder will be issued

	with Shares on a 1 for 1 basis. The options will lapse if the holder ceases to be engaged by the Company and all vesting conditions have not been met. Tranche 2 The Options will vest after a period of 24 months from the issue date if the Company achieves a performance hurdle of $0.77 (for 15 consecutive trading days), and have an expiry date of seven years from vesting. After vesting, the Options may be exercised by the holder at an exercise price of nil. Upon exercise of the Options, the holder will be issued with Shares on a 1 for 1 basis. The options will lapse if the holder ceases to be engaged by the Company and all vesting conditions have not been met. Tranche 3 The Options will vest after a period of 36 months from the issue date if the Company achieves a performance hurdle of $1.00 (for 15 consecutive trading days), and have an expiry date of seven years from vesting. After vesting, the Options may be exercised by the holder at an exercise price of nil. Upon exercise of the Options, the holder will be issued with Shares on a 1 for 1 basis. The options will lapse if the holder ceases to be engaged by the Company and all vesting conditions have not been met.
Date on which the securities will be issued	Within one month from the date of this Meeting
Issue price	Nil
Purpose of the issue	To form part of Lt Gen Obering's remuneration package
Intended use of funds	No funds will be raised from the issue of the Options
Remuneration Package	See section 6.4 below
Voting exclusion	A voting exclusion statement is included in Resolution 5 of this Notice

6.4. Director remuneration

Lt Gen Obering's total remuneration package includes annual cash-based remuneration of $60,000 inclusive of superannuation. In addition to this there will be equity remuneration as per this resolution if approved.

In determining the number and terms of the Options, the Board, excluding Lt Gen Obering, considered the Director's cash-based remuneration, the intended balance between cash-based and at-risk equity remuneration, the Company's size and financial position, the need to retain and incentivise the Director, and the dilutionary impact of the proposed issue.

The Board considers the proposed issue reasonable because it places a meaningful proportion of Lt Gen Obering's remuneration at risk, aligns reward with sustainable shareholder value creation, and supports retention over the vesting period.

6.5. Chapter 2E

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the giving of the financial benefit falls within one of the relevant exceptions, or prior shareholder approval is obtained to the giving of the financial benefit.

The proposed issue of Director Options to Lt Gen Obering constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Lt Gen Obering is a Director of the Company, Lt Gen Obering is a "related party" of the Company. Therefore, the proposed issue of Options to Lt Gen Obering requires Shareholder approval under both Chapter 2E of the Corporations Act and Listing Rule 10.11.

6.6. Information Required by Chapter 2E of the Corporations Act

Identity of the related party

1. The related party is Lt Gen Henry "Trey" Obering, Director of the Company.

Nature of the financial benefit and other remuneration to be received by the related party

2. The nature of the financial benefit to be given is the issue of 5,000,000 Options, which is an equity-related financial benefit.
   A summary of the material terms of the Director Options is set out above, in the Explanatory Statement for this Resolution.
3. The Director Options are proposed to be issued to remunerate and incentivise Lt Gen Obering to provide ongoing dedicated services to the Company. The terms of the Director Options have been designed to assist in aligning the interests of Lt Gen Obering with Shareholders of the Company.
4. The number of Director Options (which affects the value of the proposed financial benefit) was determined after considering a number of factors, including the responsibilities held by Lt Gen Obering in the Company.
5. If Resolution 5 is approved by Shareholders of the Company, the financial benefit to be conferred on Lt Gen Obering via the issue of the Director Options will be in addition to the other remuneration received by Lt Gen Obering which is summarised above at section 6.4 in the Explanatory Statement.

Directors' recommendation and interest in the outcome

6. Lt Gen Obering has a material personal interest in the outcome of this Resolution (as it concerns the proposed issue of Director Options to him), accordingly, Lt Gen Obering did not consider the matters set out in this Resolution, and does not provide a recommendation to Shareholders.
7. The non-conflicted Directors of the Company (being Mr Dag W.R. Stromme, Mr Humphrey Nolan, Mr Andreas Schwer, Ms Mira Ricardel, Mr John Frewen and Mr Jim Simpson) carefully considered the issue of these Director Options to Lt Gen Obering, and formed the view that:
   a. the issue of Director Options are a cost effective and efficient reward and incentive to be provided to Lt Gen Obering, as opposed to alternative forms of incentive, such as the payment of additional cash consideration; and
   b. the quantity and value of the Director Options together with the terms in each case constitute an appropriate number to reflect the duties and obligations demanded by the role of Lt Gen Obering, as a Director of the Company.
8. For the above reasons, the non-conflicted Directors of the Company recommends that Shareholders vote in favour of this Resolution.

Dilutionary effect to existing Shareholders' interests

9. If Shareholder approval is obtained for this Resolution, the issue of the Director Options will not have any immediate dilutionary effect to existing Shareholders' interests. There may be a dilutionary effect in the future if the Director Options vest and are exercised to Shares pursuant to their terms.

Existing and potential interest in the Company

10. As of the date of this Notice of Meeting, the existing interest of each of Lt Gen Obering in the Company is set out in the table below.
11. The impact of the issue of Director Options to Lt Gen Obering potential interest in the Company can be summarised as follows:

Holder	Current Holdings	Current interest (%)(a)	Projected holdings upon issue of Director Options	Potential interest (fully diluted) (%)(b)
Lt Gen Obering	Nil	Nil	5,000,000	0.28%

Notes:

(a) This percentage has been calculated on a fully diluted basis, based on the Company's current capital structure which consists of 1,607,530,316 Shares, 3,000,000 Rights and 191,929,286 Options.

(b) This percentage has been calculated on a fully diluted basis, based on the Company's projected capital structure (assuming that Shareholder approval is obtained for Resolution 5) which is projected to consist of 1,607,530,316 Shares, 3,000,000 Rights and 196,929,286 Options. This percentage sets out the projected holding if all of the Options and Rights are exercised, of which, there is no guarantee.

Valuation of financial benefit

12. Director Options are not proposed to be quoted on ASX, accordingly, they have no easily identifiable market value. However, as the Director Options could be exercised into Shares (subject to satisfaction of its terms), the Director Options may have a present value at the date of their issue.
13. The Company has used a director's valuation using inputs from an external valuer. The method used to value the Director Options was the Monte-Carlo Model, which is a commonly used and recognised model for valuing Options. The value of an Option calculated by this model is a function of the relationship between a number of variables and inputs, which can be summarised as follows:

Valuation input	Assumptions – Tranche 1	Assumptions – Tranche 2	Assumptions – Tranche 3
Valuation date	18-Aug-26	18-Aug-26	18-Aug-26
Share price at valuation date	$0.17	$0.17	$0.17
Dividend yield	0.00%	0.00%	0.00%
Risk-free rate	4.58%	4.57%	4.55%
Volatility measure	68%	82%	95%
Value for one Incentive Security	$0.03	$0.04	$0.07

14. Based on the inputs, the Director Options have been valued as follows:

Recipient	Number of Director Options	Total value
Lt Gen Obering	5,000,000 Options	$258,000

Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors

15. The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass this Resolution.

6.7. Board Recommendation

The Directors (with Lt Gen Obering abstaining) recommend that you vote in favour of this Resolution.

GLOSSARY

In the Notice of Meeting and Explanatory Memorandum the following terms have the following meanings:

AEST means Australian Eastern Standard Time.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the listing rules of ASX.

Board means the board of directors of the Company.

Chair means the person chairing the Meeting from time to time.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependent of the member or of the member's spouse; or
- 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 entity; or
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **Titomic** or **TTT** means Titomic Limited (ACN 602 793 644).

Constitution means the Company's constitution.

Corporations Act means *Corporations Act 2001* (Cth).

Director means a current director of the Company.

Explanatory Memorandum means the explanatory memorandum to this Notice of Meeting.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Directors.

Meeting means the Annual General Meeting of the Shareholders of the Company to be held at 9.00am AEST on 28 September 2026 to which the Notice of Meeting and Explanatory Memorandum relate.

Notice or **Notice of Meeting** means this notice of meeting of the Company.

Option means an option to acquire a Share.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

TITOMIC LIMITED
ABN 77 602 793 644

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)

Online:
www.investorcentre.com/contact

TTT

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEST) on Saturday, 26 September 2026.**

For personal use only

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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

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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Titomic Limited hereby appoint

☐ **the Chair of the Meeting** **OR** ☐

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Titomic Limited to be held as a virtual meeting on Monday, 28 September 2026 at 9:00am (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of 2026 Remuneration Report	☐	☐	☐
Resolution 2	Election of Lt Gen Henry "Trey" Obering	☐	☐	☐
Resolution 3	Re-election of Dag Stromme	☐	☐	☐
Resolution 4	Re-election of Humphrey Nolan	☐	☐	☐
Resolution 5	Approval of issue of options to Lt Gen Henry "Trey" Obering	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number

Email Address

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

TITOMIC LIMITED
ABN 77 602 793 644

TTTRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Titomic Limited. Unfortunately, our correspondence has been returned to us marked “Unknown at the current address”. For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors’ report and auditor’s report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

> Securityholder Reference Number (SRN);
> ASX trading code;
> Name of company in which security is held;
> Old address; and
> New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Titomic Limited