DESANE
GROUP HOLDINGS LIMITED

ABN/ 61 003 184 932
ASX CODE/ DGH

Suite 4, Jones Bay Wharf
26-32 Pirrama Road, Pyrmont NSW 2009

PO Box 331, Leichhardt NSW 2040
T/ 02 9555 9922
www.desane.com.au

ASX release

2 October 2026

NOTICE OF 2026 ANNUAL GENERAL MEETING

Attached are the following documents relating to the 2026 Annual General Meeting of Desane Group Holdings Limited, to be held at Canada Bay Club – The William Room (Level 1), 8 William Street, Five Dock NSW at 10:30 am (AEDT) on Wednesday, 5 November 2026.

- Notice of Annual General Meeting;
- Letter to shareholders; and
- Proxy form.

For further information, please visit www.desane.com.au or please contact:

Rick Montrone
Managing Director & CEO
Desane Group Holdings Limited
(02) 9555 9922
rickmontrone@desane.com.au

Jack Sciara
Company Secretary
Desane Group Holdings Limited
(02) 9555 9922
jacksciara@desane.com.au

ABOUT DESANE:

Desane Group Holdings Limited is a leading property investment and development company, based in Sydney, Australia. Integrity, work ethic and a commitment to excellence underpins the basis of Desane's long term vision of ensuring maximum value for its shareholders.

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DESANE
GROUP HOLDINGS LIMITED

Notice of Annual General Meeting 2026

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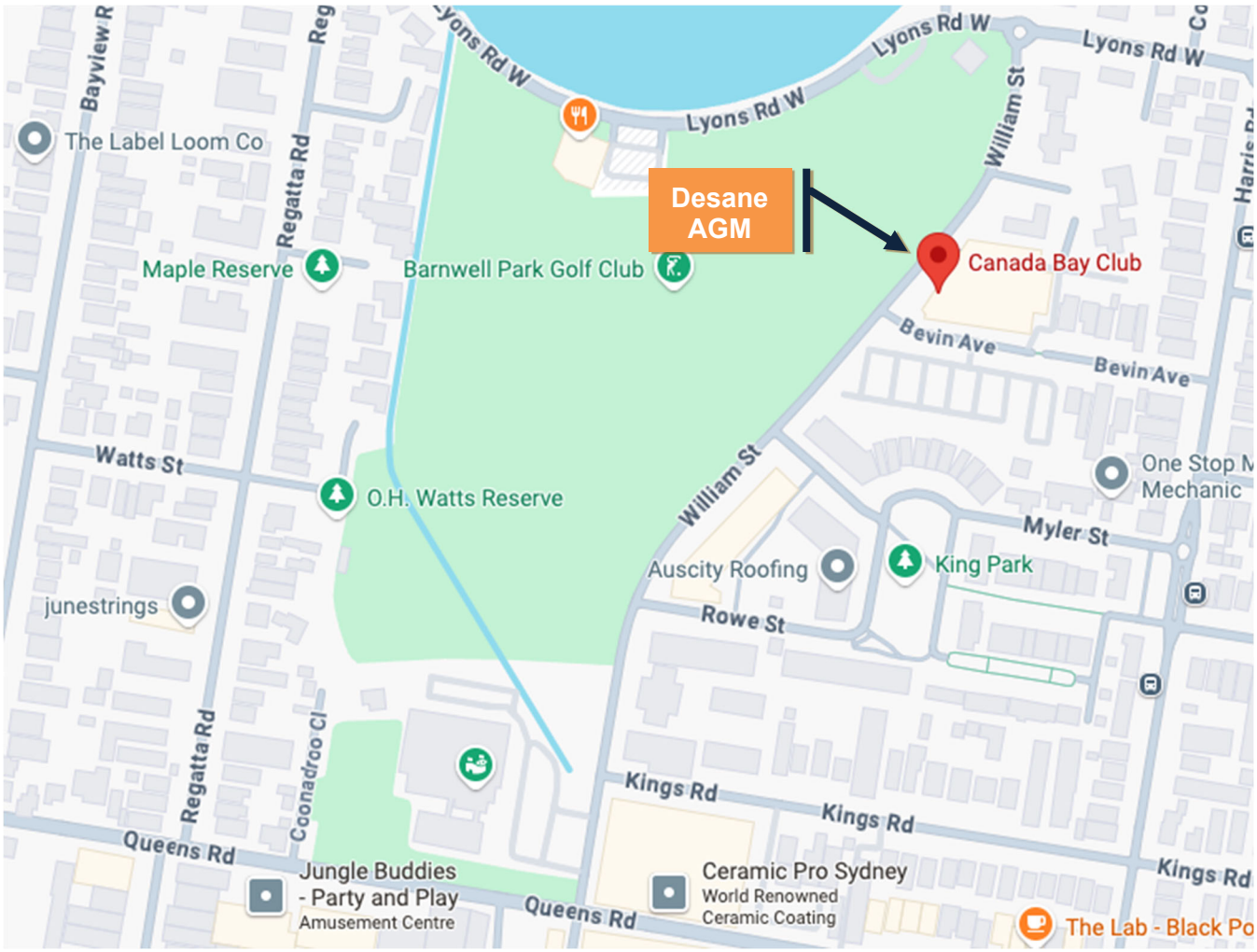
NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Desane Group Holdings Limited ("the Company") will be held at:

Canada Bay Club – The William Room (Level 1)
8 William Street, Five Dock NSW 2046
on Thursday, 5 November 2026
commencing 10:30 am (AEDT)
(Registrations commence 10:00 am)

AGM LOCATION –
Canada Bay Club – The William Room (Level 1), 8 William Street, Five Dock



PARKING
The Canada Bay Club has its own parking facility, offering free off-street parking on-site, which can be accessed at the Club from William Street. There is also a free parking facility with entry from Bevin Avenue, which is located next to the Club building. Parking can also be found on surrounding streets.

The business to be considered at the Annual General Meeting ("AGM") is set out below.

ITEMS OF BUSINESS

Item 1: Financial Statements and Reports

To receive and consider the financial statements, the Directors' Report and the Auditor's Report of Desane Group Holdings Limited, for the year ended 30 June 2026.

No voting is required for this item as there is no requirement for shareholders to approve this item.

Item 2: Adoption of Remuneration Report

To consider, and if thought fit, pass the following non-binding resolution:

"That the Remuneration Report of Desane Group Holdings Limited for the year ended 30 June 2026 be adopted."

Item 3: Election of Ms Melissa Ashcroft (non-executive Director)

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

"That Melissa Ashcroft, being a non-executive Director of the Company who retires from office by rotation in accordance with clause 4.3(c) of the Constitution, and being eligible, offers herself for re-election, be re-elected as a non-executive Director of the Company."

Invitation

After the meeting, all shareholders are invited to join the Directors for light refreshments.

The Notes and Explanatory Statements form part of this Notice and should be read in conjunction with it.

Annual Report

The Annual Report of the Company, including the financial report, Directors' Report and the Auditor's Report for the year ended 30 June 2026, is available on the Company's website at **desane.com.au** and will be available at the AGM.

By Order of the Board,

Jack Sciara
Company Secretary
22 September 2026

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NOTES

Eligibility to attend and vote

Registered shareholders of the Company as at 7.00 pm (AEDT) on Tuesday, 3 November 2026 will be entitled to vote in person or by proxy.

How to vote

A shareholder entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote in their stead. Please note the following in relation to voting by proxy:

(a) A proxy form is included with this notice of AGM and must be completed if you wish to appoint a proxy;

(b) If you are entitled to attend and vote at this AGM, you may appoint:

(i) A person (that person need not be a shareholder of the Company but should be a person over the age of 18 years); or

(ii) Two persons as your proxy or proxies, to attend and vote for you at the meeting, if the shareholder is entitled to cast two or more votes at the same meeting.

(c) You may appoint a maximum of two proxies and may state on the proxy form what proportion or number of your votes each proxy is being appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of your votes.

(d) Please note:

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

Proxy vote if appointment specifies a way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote a particular Item and, ***if it does:***

- the proxy need not vote, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Item – the proxy must not vote; and
- if the proxy is the Chairman of the meeting at which the Item is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chairman – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Item at a meeting of the members of the Company; and
- the appointed proxy is not the Chairman of the meeting; and
- at the meeting, a poll is duly demanded on the Item; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the Item,

the Chairman of the meeting is taken, before voting on the Item closes, to have been appointed as the proxy for the purposes of voting on the Item at the meeting.

How to Lodge a Proxy

Shareholders are encouraged to lodge proxy forms online at: www.investorvote.com.au. You will need the control number and SRN/HIN shown on the front of the proxy form, as well as your postcode to login.

Alternatively, you may lodge a proxy by following the instructions set out on the proxy form accompanying this Notice of Meeting.

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Proxy forms must be lodged no later than 10:30 am (AEDT) on Tuesday, 3 November 2026.

Proxy forms may be delivered by mail or fax to the Share Registry's office as follows:

By mail: Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001
Australia

By fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Custodians may lodge their proxy forms online by visiting www.intermediaryonline.com.

Power of Attorney

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

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act 2001* (Cth) in which case the Company will require an appointment of corporate representative to be lodged with Computershare.

Conduct of the meeting

Desane is committed to ensuring that its AGM is conducted in a manner which provides those shareholders (or their proxy) who are present at the meeting, with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally.

GCC Business & Assurance Pty Limited, Desane's external auditor, will attend the AGM and there will be an opportunity for shareholders to ask questions relevant to the audit.

Asking questions – before and at the meeting

You can submit a question or comment prior to the meeting at www.investorvote.com.au after submitting your vote or by completing the shareholder question form and returning it with your proxy form. The shareholder question form can be downloaded from:

http://desane.com.au/investors/shareholder-forms/

Written questions (including questions to the auditor) should be submitted no later than the fifth business day before the meeting, being 29 October 2026. Written questions to the auditor should relate to the content of the Auditor's Report and the conduct of the audit.

The Chairman of the Meeting will endeavour to address as many of the relevant questions and comments as possible during the course of the meeting. Please note that individual responses will not be sent to Shareholders.

The auditor, GCC Business & Assurance Pty Ltd, will also be available at the meeting.

Voting at the meeting

Voting on each of the proposed resolutions at this meeting will be **conducted on a poll**.

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EXPLANATORY STATEMENT

Introduction

The Directors recommend shareholders read this Explanatory Statement carefully and in full before making any decision in relation to the Items of Business.

If you are in doubt about what to do in relation to the Items, you should consult your financial or other professional adviser.

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed Items.

The Chairman's decision on the validity of a vote cast by a proxy or vote cast in person is conclusive.

Item 1: Financial Statements and Reports

The Company's 2026 Annual Report comprising the audited 2026 financial statements, the Directors' Report and the Auditor's Report has been lodged with the Australian Securities Exchange ("ASX"), the Australian Securities and Investments Commission ("ASIC") and has been made available on the Company's website www.desane.com.au.

The 2026 Annual Report has also been despatched to shareholders who have requested a hardcopy or email notification.

The Company's 2026 Annual Report is placed before shareholders for consideration and discussion.

Shareholders will be given a reasonable opportunity at the AGM to ask questions of the Company's external auditor, GCC Business & Assurance Pty Limited relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report; and
- the independence of the auditor in relation to the conduct of the audit.

No voting is required for this Item.

Item 2: Adoption of Remuneration Report

As required by the Corporations Act, public companies are required to meet disclosure requirements in respect of Director and executive remuneration, and to include a Remuneration Report in the Director's Report to shareholders. The Remuneration Report for the year ended 30 June 2026 is included in the 2026 Annual Report, which is available on the Company's website, www.desane.com.au.

Shareholders should be aware that the vote on this Item is advisory only and is not binding on the Board. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If 25% or more of the votes cast on this Item are against adoption of the remuneration report, the Company will be required to consider, and report to shareholders on, what action (if any) has been taken to address shareholder concerns at next year's annual general meeting.

Recommendation

The Board unanimously recommends that shareholders vote in favour of Item 2.

Proxy Voting Exclusions

Desane will disregard any votes cast on this item by or on behalf of any member of key management personnel of the Company, details of whose remuneration are included in the Remuneration Report or any closely related party of such member. However, the Company need not disregard a vote if it is cast by a person as proxy for a person (including the Chairman) who is entitled to vote in accordance with the directions on the proxy form.

Please note that the Chairman intends to vote all undirected proxies in favour of adopting the Remuneration Report.

If you appoint the Chairman as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member) – you **do not** need to direct your proxy to vote on this Item. However, if you do not direct the Chairman how to vote, ***you are expressly authorising the Chairman to exercise his/her discretion in exercising your proxy*** even though this Item is connected directly or indirectly with the remuneration of Key Management Personnel.

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If you appoint any other person as your proxy – you do not need to direct your proxy how to vote on this Item and you ***do not*** need to mark any further acknowledgements on the Proxy Form.

Item 3: Election of Ms Melissa Ashcroft (non-executive Director)

Clause 4.3(c) of the Constitution requires that at the Annual General Meeting, one third of the Directors for the time being, or, if their number is not a whole number, the whole number nearest to one third, shall retire from office, provided always that no director shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. A retiring director is eligible for re-election.

Ms Melissa Ashcroft retires by rotation in accordance with the Company's Constitution and, being eligible, offers herself for re-election.

Ms Ashcroft is an Australian commercial and property finance specialist with extensive experience in senior debt, private credit and complex funding structures. Ms Ashcroft serves as Director of private mortgage broker AAA Financial Group. In her professional occupation Ms Ashcroft advises developers, business owners and high-net-worth individuals on large-scale property finance, construction funding, restructures and bespoke lending solutions across both bank and non-bank markets.

Ms Ashcroft is a member of Desane's Finance & Operations Committee, Risk Management & Audit Committee, Remuneration & Nomination Committee and Environmental, Occupational Health & Safety Committee.

The Directors unanimously support the election of Melissa Ashcroft as a director of the Company and recommend that shareholders vote in favour of this Item. Please note that the Chairman intends to vote all undirected proxies in favour of adopting Item 3.

Glossary

In the Notice of Meeting and this Explanatory Statement the following defined terms have the following meanings:

Annual General Meeting or **AGM** means the annual general meeting convened by the Notice of Meeting.
ASIC means the Australian Securities and Investments Commission.
ASX means ASX Limited and the market operated by it, the Australian Securities Exchange, as applicable.
Auditor means a person appointed as an auditor of the Company who has not vacated their office.
Board means the board of Directors of the Company.
Business Day has the meaning given to that term in the ASX Listing Rules.
Chairman means a person elected by the Directors as chairperson of the Board.
Closely related party is defined in the *Corporations Act 2001* (Cth) and includes a spouse, dependent and certain other close family members, as well as any companies controlled by a key management personnel.
Company means Desane Group Holdings Limited ABN 61 003 184 932.
Constitution means the Memorandum and Articles of the Company as at the date of this Notice of Meeting.
Corporations Act means the *Corporations Act 2001* (Cth).
Desane means Desane Group Holdings Limited ABN 61 003 184 932.
Directors means each of the Directors of the Company, being the Chairman, Prof. John Sheehan, together with Messrs Rick Montrone, Peter Krejci and Jack Sciara and Ms Melissa Ashcroft.
Dollar or **$** means the lawful currency of the Commonwealth of Australia.
Eligible shareholders means registered shareholders of the Company as at 7.00 pm (AEDT) on Tuesday, 3 November 2026.
Item means Items of Business to be considered at the Annual General Meeting.
Notice of Meeting means the notice of meeting that accompanies this Explanatory Statement.
Registry means Desane's share registry, Computershare Investor Services Pty Limited (P: 1300 556 161).
Resolutions means the Items set out in the Notice of Meeting and **Resolution** means any of them.
Share means an ordinary share in the capital of the Company that is fully paid or credited as fully paid (as the case may be).
Shareholder or **Securityholder** means a registered holder of Shares in the Company.

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DESANE
GROUP HOLDINGS LIMITED
ABN 61 003 184 932

Need assistance?

Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

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

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Desane Group Holdings Limited Annual General Meeting

The Desane Group Holdings Limited Annual General Meeting will be held on Thursday, 5 November 2026 at 10:30am (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

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

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 10:30am (AEDT) on Tuesday, 3 November 2026.

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Canada Bay Club - The William Room (Level 1), 8 William Street, Five Dock NSW 2046

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.

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ABN 61 003 184 932

Need assistance?

Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

DGH

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 **10:30am (AEDT) on Tuesday, 3 November 2026.**

Proxy Form

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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 ND

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 Desane Group Holdings Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** ☐

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Desane Group Holdings Limited to be held at Canada Bay Club - The William Room (Level 1), 8 William Street, Five Dock NSW 2046 on Thursday, 5 November 2026 at 10:30am (AEDT) and at any adjournment or postponement of that meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 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.

The Board recommends voting "FOR" these resolutions.

		For	Against	Abstain
Item 2	Adoption of Remuneration Report	☐	☐	☐
Item 3	Election of Ms Melissa Ashcroft (non-executive Director)	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

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

Mobile Number	Email Address

computershare

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