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Notice of Annual General Meeting and Explanatory Memorandum

DGL Group Limited
ACN 002 802 646

Date: Tuesday, 10th November 2026

Time: 10:00am (AEDT)

Place: The Meeting will be a virtual meeting which will be held online at:

Further information on how to access the virtual meeting is set out on page 4 of the Explanatory Statement.

THIS IS AN IMPORTANT DOCUMENT

If you are in doubt as to what to do with this document, please immediately see your legal adviser, financial adviser or stockbroker.

Notice of Annual General Meeting

The annual general meeting of shareholders (**AGM**) of DGL Group Limited ACN 002 802 646 (**DGL** or **Company**) will be held at 10:00am AEDT on Tuesday 10th November 2026 for the purpose of considering and, if thought fit, passing the resolutions set out below (**Notice**).

The meeting will be held online only through a virtual weblink where shareholders will be able to watch, listen, ask questions and vote. Page 4 includes details on how to attend the virtual Meeting.

The Explanatory Memorandum that accompanies and forms part of this Notice describes in more detail the matters to be considered at the AGM. Please ensure that you read the Explanatory Memorandum in full.

Business

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice.

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1. Financial statements and reports

To receive and consider:

(a) the financial statements;

(b) the Directors' Report; and

(c) the Auditor's Report,

of DGL for the year ended 30 June 2026.

Note: There is no requirement for the shareholders to approve these reports.

2. Resolution 1 - Adoption of the Remuneration Report

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

> *'That the Remuneration Report of DGL (which forms part of DGL's 2026 Annual Report) for the financial year ended 30 June 2026 be adopted.'*

*Note: This resolution is advisory only and does not bind DGL or the directors of DGL (**Directors**).*

Voting exclusions apply to this Resolution – please see the voting exclusions on page 8.

3. Resolution 2 - Election of Directors

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

(a) **Election of Mr Waren Inwood**

> '*That, for the purposes of the Company's Constitution and all other purposes, Mr Warren Inwood, having been nominated for election as a Director by a shareholder of the Company in accordance with the Company's Constitution, and having consented to act as a Director, be elected as a Director of the Company with effect from the conclusion of this Meeting.'*

(b) **Election of Mr Dean Oehlmann**

> '*That, for the purposes of the Company's Constitution and all other purposes, Mr Dean Oehlmann, having been nominated for election as a Director by a shareholder of the Company in accordance with the Company's Constitution, and having consented to act as a Director, be elected as a Director of the Company with effect from the conclusion of this Meeting.'*

4. Resolution 3 – Resolution for confirmation of appointment of new auditor

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

'That for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Pty Ltd be appointed as auditors of the Company with effect from the close of the AGM.'

5. Resolution 4 - Conditional Spill Resolution

This resolution will only be put to a vote at this AGM if at least 25% of the votes validly cast on Resolution 1 (Adoption of Remuneration Report) are against that resolution.

If you do not want a spill meeting to take place, you should vote 'against' the resolution at Resolution 4. If you want a spill meeting to take place, you should vote 'for' the resolution at Resolution 4.

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

'That, subject to and conditional on at least 25% of votes validly cast on Resolution [R] (Adoption of Remuneration Report) being cast against adoption of the Remuneration Report for the year ended 30 June 2026:

(a) a general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this resolution;

(b) all the Directors (other than the Managing Director) who were Directors when the Directors' Report for the financial year ended 30 June 2026 was approved and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and

c) resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."

Voting exclusions apply to this Resolution – please see the voting exclusions on page 8.

6. Further information

For detailed information on the above Agenda items, please refer to the Explanatory Memorandum on pages 9 to 12.

By order of the Board

Tim Hosking

Chairman

9 October 2026

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Information on attending virtually, voting, proxies, corporate representatives and attorneys

How to attend the virtual AGM

The Directors have decided in accordance with clause 36.5 of the Constitution to hold a wholly virtual Meeting. Shareholders can be present virtually at the Meeting via live webinar. If you wish to virtually attend the Meeting, please pre-register in advance for the virtual meeting here:

Click here to register

To register to attend the virtual Meeting, you must provide your details (including your security holder reference number (**SRN**) or holder identification number (**HIN**) and registered holding name) to be verified as a Shareholder. If you are not able to attend the AGM webinar at 10:00am AEDT on Tuesday 10th November 2026, we invite and encourage you to lodge a directed proxy and ask questions in advance.

After registering, you will receive a confirmation email containing information on how to attend the virtual meeting on the day of the AGM.

For shareholders to vote at the virtual Meeting, the Company must be given at least 48 hours' notice so that the Company can verify the shareholder's entitlement to vote. Therefore, shareholders who wish to vote on the day of the Meeting will need to register to virtually attend the Meeting by no later than 10:00am (AEDT) on Sunday 8th November 2026.

Shareholders will be able to vote (see below) and ask questions at the virtual meeting.

Voting virtually at the Meeting

The Company is pleased to also provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform, where shareholders will be able to watch, listen, ask questions and vote online.

To access the virtual meeting:

Open your internet browser and go to: Click here to register

1. Enter your registered holding name, email address, HIN or SRN and postcode and click "register".
2. Shareholders are encouraged to register well prior to the day of the Meeting to ensure there is no delay in attending the Meeting.
3. Once your details are verified, you will receive a separate email with details of how-to logon on the day of the Meeting.
4. Click on the URL you will be sent to join the Meeting, where you can view and listen to the Meeting, as well as ask questions in relation to the business of the Meeting.
5. Once the Chair of the Meeting has declared the poll open for voting, select "For", "Against" or "Abstain" for each resolution.

Shareholders will not be able to physically attend the Meeting and will not be able to vote in person.

If it becomes necessary or appropriate to make alternative arrangements for the Meeting, the Company will provide further information on its website (www.dglgroup.com) and via an ASX announcement.

Asking questions

A discussion will be held on all items of business to be considered at the AGM.

Shareholders will be able to ask questions at the virtual Meeting, including an opportunity to ask questions of DGL's external auditor.

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Shareholders are encouraged to submit questions to the Company in advance of the Meeting. Questions in advance may be sent by email to investors@dglgroup.com.

Questions in advance must be submitted before 10:00am AEDT on Sunday 8th November 2026.

The Company will also provide shareholders with the opportunity to ask questions during the Meeting with respect to the formal items of business, as well as general questions with respect to the Company and its business.

We will attempt to address the more frequently asked questions in the Chair and CEO's addresses at the AGM.

Voting

Eligibility to vote

DGL has determined that, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), DGL's shares quoted on ASX Limited at 10.00am (AEDT) on Sunday 8th November 2026 will be taken, for the purposes of the AGM, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote at the AGM. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

Shareholders may vote by either virtually attending or by appointing a proxy.

All resolutions by poll

In accordance with clause 36.6(b) of DGL's constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the best interests of the shareholders as a whole and to ensure the proportionate representation of shareholders voting at the AGM.

Resolution 4 is conditional on 25% or more of the votes cast on Resolution 1 being against the adoption of the Remuneration Report, i.e. if the Company receives a 'second strike'. If less than 25% of the votes cast on Resolution 1 are against adopting the Remuneration Report at the AGM, then there will be no second strike and Resolution 4 will not be put to vote at the AGM.

Proxies

To vote by proxy, please either:

- complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.; or
- complete and lodge your proxy online via the Investor Centre of the Company's share registry, MUFG Corporate Markets (AU) (**MUFG Corporate Markets**), by following the steps for online lodgment set out on the Proxy Form and included below.

In accordance with section 249L of the *Corporations Act 2001* (Cth) (**Corporations Act**), shareholders are advised that:

- each shareholder has a right to appoint a proxy;
- the proxy need not be a shareholder of the Company; and
- a shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes. Fractions of votes will be disregarded.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and

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- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

To be effective, DGL must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 10:00am] (AEDT) on Sunday 8th November 2026. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

A proxy need not be a shareholder of DGL.

Proxies may be lodged, along with the power of attorney or other authority (if any) under which the proxy form is signed as follows:

by mail, to MUFG Corporate Markets (AU) Limited, using the enclosed reply envelope to:

C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235, Australia.

by facsimile:

+61 2 9287 0309

online, by logging into the following website address:

https://au.investorcentre.mpms.mufg.com/, using the holding details as shown on your proxy form and select 'voting' and follow the prompts to lodge your vote.

by hand delivery, to MUFG Corporate Markets (AU) Limited at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 Australia.

Proxies given by corporate shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a shareholder appoints the chairperson of the AGM as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.

Voting by Corporate Representatives

A shareholder or proxy that is a corporation is entitled to attend and vote at the AGM, may appoint an individual to act as its corporate representative. DGL must receive evidence of the appointment of a corporate representative prior to the AGM and the appointment must be in accordance with the Corporations Act 2001.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the shareholder's behalf. An attorney need not be a shareholder of DGL.

The power of attorney appointing the attorney must be duly executed and specify the name of each of the shareholder, DGL and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for proxy appointment forms.

Evidence of execution

If any instrument (including a proxy appointment form or appointment of corporate representative) returned to DGL is completed by an individual or a corporation under power of attorney, the power of attorney under which the instrument is signed, or a certified copy of that power of attorney, must accompany the instrument unless the power of attorney has previously been noted by DGL or DGL's share registry.

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Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact DGL at investors@dglgroup.com.

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Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and that DGL must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the AGM. These voting exclusions are described below.

Voting Prohibition for Resolution 1 – Adoption of the Remuneration Report & Resolution 4 - Conditional Spill Resolution

DGL will disregard any votes cast on the resolution proposed in Resolution 1 & 4

(a) by or on behalf of any Key Management Personnel (**KMP**) member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or

(b) by any person who is a KMP member at the date of the AGM, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1 & 4:

(c) in accordance with their directions on how to vote as set out in the proxy appointment; or

(d) by the Chair of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if Resolutions 1 and 4 (if required) are connected directly or indirectly with the remuneration of a KMP member.

If you are a member of the KMP or a closely related party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 or Resolution 4 that vote will be disregarded by DGL (as indicated above). You may also be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that DGL will disregard.

DGL will also apply these voting exclusions to persons appointed as an attorney by a shareholder to attend and vote at the AGM under a power of attorney, as if they were appointed as a proxy.

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Explanatory Memorandum

1. Financial statements and reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the financial report (which includes the financial statements and Directors' declaration), the Directors' Report and Auditor's Report to be laid before the AGM. There is no requirement either in the Corporations Act or DGL's constitution for shareholders to approve the financial report, the Directors' Report or the Auditor's Report.

This agenda item is intended to provide shareholders with the opportunity to raise questions on the financial statements and reports contained in DGL's 2026 Annual Report, and on the performance of DGL generally.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on these reports. It is not the purpose of the AGM for the financial statements and reports to be accepted, rejected or modified in any way.

2. Resolution 1 - Adoption of Remuneration Report

The Corporations Act requires DGL to include in the Directors' Report a detailed remuneration report setting out certain prescribed information relating to Directors' and executives' remuneration (**Remuneration Report**) and submit this for adoption by resolution of the shareholders at the AGM.

Please refer to pages 25 to 32 of DGL's 2026 Annual Report, which sets out the Remuneration Report. A copy of the 2026 Annual Report can be found in our DGL Investor Centre website or by contacting DGL's share registry, MUFG Corporate Markets.

The Remuneration Report includes:

(a) an explanation of DGL's remuneration strategy and guiding principles;

(b) an explanation of DGL's policies in relation to the nature and amount of the remuneration of the KMP;

(c) a description of the relationship between such policies and DGL's performance;

(d) if an element of remuneration is performance based, an explanation why the performance conditions were chosen and how performance is measured against those conditions; and

(e) remuneration details for the KMP.

During this item, there will be an opportunity for shareholders to comment on and ask questions about the Remuneration Report and shareholders are asked to adopt the Remuneration Report.

The vote on the resolution in item 2 is advisory only and will not bind the Directors or DGL. However, the Board recognises the vote is an indication of shareholder sentiment and will take the outcome of the vote into consideration when reviewing DGL's remuneration practices and policies.

At the Company's Annual General Meeting held on 28 November 2025, 74.87% of the votes cast on the resolution to adopt the Remuneration Report for the financial year ended 30 June 2025 were cast against its adoption.

The Company received a 'first strike' against its Remuneration Report at the 2025 AGM, as noted above.

Under the Corporations Act, if at least 25% of the votes cast on the resolution to adopt the Remuneration Report at two consecutive AGMs are against the resolution, shareholders must be given an opportunity to vote on a 'spill resolution' (as set out in resolution 4). This is known as the 'two strikes' rule.

Following the 2025 AGM, the Board considered the amount of Remuneration paid to KMP and concluded that it remained fair and reasonable and in line with market rates. However, the Company's CEO, Mr Simon Henry, voluntarily reduced his salary to $150,000 per annum from 15 April 2026.

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The Remuneration Report for the financial year ended 30 June 2026 sets out the Company's remuneration arrangements.

Due to the 'two strikes' rule, if at least 25% of the votes cast on Resolution 1 at the current AGM are against adoption of the Remuneration Report, the Company will receive a second strike. In that event, Resolution 4 (Conditional Spill Resolution) will be put to shareholders, subject to the applicable statutory requirements.

If Resolution 4 is passed by more than 50% of the eligible votes cast, the Company will generally be required to hold a further general meeting (Spill Meeting) within 90 days after the AGM. At the Spill Meeting, directors subject to the spill provisions will cease to hold office immediately before the end of that meeting, and resolutions to appoint persons to the vacated offices will be put to shareholders.

If fewer than 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report, Resolution 4 will not be put to the Meeting. Further information about the conditional spill resolution is set out in the Explanatory Statement for Resolution 4.

Recommendation

Noting that each Director has a personal interest in their own remuneration from DGL (as described in the Remuneration Report), and that each Director (or any closely related party of a Director) is excluded from voting their shares on Resolution 2 (as described in the *Voting Exclusions* section above), the Directors unanimously recommend that shareholders vote in favour of Resolution 2 to adopt the Remuneration Report.

The resolution in item 2 is put to the shareholders at the AGM in fulfilment of the obligations of DGL under section 250R(2) of the Corporations Act.

3. Resolution 2 – Election of directors

In accordance with the Company's Constitution and the applicable ASX Listing Rules, the Company invited nominations for the election of Directors at the Annual General Meeting.

During the prescribed nomination period, the Company received nominations from Mr Simon Henry, a major shareholder of the Company, proposing the election of Mr Warren Inwood and Mr Dean Oehlmann as Directors of the Company.

The Company has determined that the nominations were received within the prescribed period and satisfies the applicable nomination requirements. Both Mr Warren Inwood and Mr Dean Oehlmann have consented to act as a Directors if elected. Accordingly, Resolution 2 (a) and (b) is put to shareholders for consideration.

(a) Election of Warren Inwood

Warren is a strategic commercial leader with extensive experience driving growth, transformation, and operational excellence across complex agricultural and life science businesses. As the former Country Divisional Head, ANZ of Bayer ANZ, Warren lead a high-performing organisation focused on delivering sustainable business growth, customer value, and market leadership.

Throughout Warrens career, he has successfully led commercial strategy, business development, and organisational transformation initiatives, built high-performing teams and fostered strong stakeholder relationships. Recognized for his collaborative leadership style and customer-centric approach, he has a proven track record of delivering profitable growth while navigating dynamic market environments.

Warrens experience spans global corporate strategy, commercial leadership, research and innovation adoption, talent development, and long-term value creation. He is passionate about building resilient organisations that combine strategic vision with execution excellence to achieve sustainable competitive advantage.

Mr Warren Inwood recently retired as the Managing director of Bayer ANZ and was previously the Chair of CropLife Australia, a National peak industry body for Australia's plant science industry.

Warren has no business or financial relationship with the Company or Mr Simon Henry.

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Waren holds an Associate Diploma Applied Science – Farm Management, from Charles Sturt University, Wagga Wagga, Australia

The Board has determined that Mr Inwood will be an independent Director if appointed.

(b) **Election of Mr Dean Oehlmann**

Dean Oehlmann is a chemical engineer, business owner and company director with more than three decades of experience in designing, licensing, constructing, commissioning and operating chemical-processing plants and industrial facilities.

Since establishing his own engineering practice, Dean has worked across chemical manufacturing, industrial waste treatment, resource recovery, distillation, dangerous goods, combustion and environmental compliance in Australia, China, Vietnam and Indonesia.

Dean's experience extends well beyond advisory work. He has successfully carried projects from feasibility and process design through safety analysis, regulatory approval, procurement and construction to commissioning and stable operations. This has given him a practical understanding of the difference between a technically sound concept and a plant that must operate safely, reliably and commercially.

Dean has undertaken process-engineering and equipment work for DGL, including early process design for the Unanderra liquid-waste facility but otherwise has no other business or financial relationship with the Company or Mr Simon Henry
.
Dean holds a Bachelor of Engineering (Chemical, Honours) from the University of Melbourne.

The Board has determined that Mr Oehlmann will be an independent Director if appointed.

Recommendation

Mr Simon Henry recommends that shareholders vote in favour of the respective election of each of the above candidates. The remaining Directors make no recommendation regarding the election of the candidates.

4. Resolution 3 – Ratification of Appointment of Auditor

On 15 December 2025, in accordance with section 327C of the Corporations Act, the Company appointed BDO Audit Pty Ltd (BDO) as auditor of the Company following the resignation of PKF Melbourne Audit & Assurance Pty Ltd, which received consent from the ASIC on 15 December 2025, in accordance with Section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, BDO holds office as auditor of the Company until the Company's next AGM, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of BDO as auditor of the Company and its controlled entities. The Board has considered the qualifications, experience, and independence of BDO and believes that their appointment is in the best interests of the Company and its Shareholders

The appointment of BDO will be by vote of shareholders as an ordinary resolution.

The Company has received a nomination under section 328B(1) of the Corporations Act from a Shareholder for BDO to be appointed as the Company auditor. A copy of this nomination is attached to this Notice as Annexure A.

BDO has given its written consent to act as the Company's auditor in accordance with section 328(A) of the Corporations Act, subject to Shareholder approval.

The Board recommends that Shareholders approve the appointment of BDO as auditor of the Company by passing Resolution 3.

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5. Resolution 4 – Conditional Spill Resolution

The Corporations Act includes a 'two strikes' rule in relation to remuneration reports. The two strikes rule provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against adopting the remuneration report, Shareholders will have the opportunity to vote on a Spill Resolution (described below) at the second annual general meeting.

At the Company's annual general meeting held on 28 November 2025, 74.87% of votes cast on the resolution to adopt the Remuneration Report for the year ended 30 June 2025, were against adopting that report, constituting a first strike.

Accordingly, Resolution 4 (Conditional Spill Resolution) is being included in the agenda for this AGM because there was an excess of 25% of votes cast against the adoption of the Remuneration Report at the annual general meeting in 2025.

Resolution 4 is a 'conditional' resolution. It will only be put to this AGM if 25% or more of the votes cast on Resolution 1 are against the adoption of the current Remuneration Report, which will constitute a 'second strike'.

If less than 25% of the votes on Resolution 1 are against the resolution, the Spill Resolution will not be put to a vote at this AGM (and any votes already cast on the Spill Resolution will be treated as invalid).

Majority required for Spill Resolution

If the Spill Resolution is put to the Meeting, the Spill Resolution will be carried if it is passed by an ordinary majority of votes cast (more than 50%). If the Spill Resolution is valid and carried, a spill meeting must be held within 90 days of the passing of the Spill Resolution (**Spill Meeting**). If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course along with details of the Spill Meeting.

The Spill Meeting

If Resolution 4 is passed, the Company must ordinarily hold a Spill Meeting within 90 days in accordance with the Corporations Act.

However, the three Non-Executive Directors currently in office, Tim Hosking, John West and Elizabeth Smith have previously indicated their intention to retire as Directors at the conclusion of the AGM. If these resignations take place and Resolution 4 is passed, then under Section 250W(4) of the Corporation Act no Spill Meeting will take place as no Directors identified under section 250V(1)(b) will remain in office before the end of the 90-day period for the spill meeting. If any Director withdraws their resignation and Resolution 4 is passed, then the Spill Meeting will proceed within the required notice period.

Recommendation

Noting that each Director has a personal interest in their own remuneration from DGL (as described in the Remuneration Report), and that each Director (or any closely related party of a Director) is excluded from voting their shares on Resolution 4 (as described in the *Voting Exclusions* section above), the Directors unanimously recommend that shareholders vote against Resolution 4 the Conditional Spill Resolution.

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Glossary

$ means Australian dollars, unless otherwise indicated.

Annual General Meeting or AGM 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.

ASIC means Australian Securities and Investments Commission.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except for any day that ASX declares in not a business day.

Chair means the chair of the Meeting.

Closely related party of a KMP member means:

(a) a spouse or child of the member; or

(b) a child of the member's spouse; or

(c) a dependent of the member or of the member's spouse; or

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the DGL consolidated group; or

(e) a company the member controls.

Company or DGL means DGL Group Limited 002 802 646.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having the authority and responsibility for planning, directing and controlling the activities of the DGL consolidated group, directly or indirectly. This includes all Directors (Executive and Non-Executive). The KMP for the DGL consolidated group during the year ended 30 June 2026 are listed in a section titled 'Key Management Personnel' in DGL's Annual Report for the year ended 30 June 2026.

Listing Rules means the Listing Rules of the ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting and includes the Explanatory Statement and the Proxy Form.

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 accompanying the Notice.

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

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

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

Shareholder means a holder of a share.

Share Registry means MUFG Corporate Markets**.**

Spill Meeting has the meaning given to it in Explanatory Statement – Section 5.

Spill Resolution has the meaning given to it in Explanatory Statement – Section 5.

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Annexure A – Nomination Under Section 328B(1) of the *Corporations Act 2001* (Cth)

DGL Group Limited
Level 1, Suite 2
80 George Street, Parramatta
NSW 2150, Australia

Dear Sir,

NOMINATION OF AUDITOR

For the purpose of section 328B(1) of the *Corporations Act 2001* (Cth) , I Simon Henry, in my capacity as a member of DGL Group Limited (Company) hereby nominate BDO Audit Pty Ltd of Level 25, Parkline Place, 252 Pitt Street, Sydney NSW 2000 for appointment as Auditor of the Company at the Annual General Meeting of the Company convened for 10:00am (AEDT) on 10 November 2026 (or any adjournment thereof) (AGM).

I consent to the distribution of a copy of this notice of nomination of auditor as an annexure to the Notice of Meeting and Explanatory Statement for the AGM as required under section 328B(3) of the Corporation Act.

Yours faithfully,

Simon Henry

1 October 2026

Date

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DGL

ACN 002 802 646

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
DGL Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

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PROXY FORM

I/We being a member(s) of DGL Group Limited and entitled to participate in and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday 10 November 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The meeting will be held online only, through a virtual weblink **https://[illegible]url.com/[illegible]s8e93[illegible]**

Important for Resolutions 1 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

		For	Against	Abstain*
1	Adoption of the Remuneration Report			
2a	Election of Mr Waren Inwood as a Director			
2b	Election of Mr Dean Oehlmann as a Director			
3	Resolution for confirmation of appointment of new auditor			
4	Conditional Spill Resolution			

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

Sample

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Sunday, 8 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE **QR Code**

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY EMAIL

DGL Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

For personal use only

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