NTAW Holdings Limited
Level 2, 385 Macarthur Avenue Hamilton QLD 4007
PO Box 283, Hamilton QLD 4007

ASX ANNOUNCEMENT

9 October 2026

2026 ANNUAL GENERAL MEETING

Dear Shareholder

The 2026 Annual General Meeting for NTAW Holdings Limited will be held at 10:00am (AEST) on Thursday, 12 November 2026 at HPX Group, Level 35, 1 Eagle Street, Brisbane QLD 4000 and as a virtual meeting.

The **attached** Notice and Access Letter has been sent to shareholders today.

The following documents, which are also **attached**, have been made available to shareholders electronically:

- Notice of 2026 Annual General Meeting and Explanatory Memorandum; and
- Proxy Form.

These documents, together with the 2026 Annual Report are also available online on the Company's website at https://www.ntawholdings.com.au/investors-asx-announcements/agm.

This announcement was approved, and authorised for release, by NTD's Board of Directors.

-ENDS-

For further information, please contact:

NTAW Holdings Limited
Stephanie So
Company Secretary
cosec@source.com.au

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NTAW HOLDINGS LIMITED

ABN 97 095 843 020

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

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NTAW Holdings Limited Annual General Meeting

The NTAW Holdings Limited Annual General Meeting will be held on Thursday, 12 November 2026 at 10:00 am (AEST). 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 10:00 am (AEST) Tuesday, 10 November 2026.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: https://meetnow.global/MNRL4KH

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000

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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NTAW HOLDINGS LIMITED

NTAW Holdings Limited
ACN 095 843 020

Notice of Annual General Meeting and Explanatory Memorandum

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

DATE: Thursday, 12 November 2026

TIME: 10:00 am (AEST)

PLACE: HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000

and via https://meetnow.global/MNRL4KH

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

The Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional advisor prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (AEDT) on Tuesday, 10 November 2026.

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NTAW Holdings Limited
PH: (07) 3212 0950 | FAX: 07 3212 0951
385 MacArthur Avenue, Hamilton QLD 4007
PO Box 283, Hamilton QLD 4007
ABN 97 095 843 020

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Dear Shareholder,

2026 Annual General Meeting of NTAW Holdings Limited

On behalf of the Directors of NTAW Holdings Limited (**NTAW**), I am pleased to invite you to attend NTAW's 2026 Annual General Meeting (**Meeting**) which will be held on Thursday, 12 November 2026 commencing at 10:00 am (AEST). The AGM will be held at the offices of HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000. The AGM will be a hybrid meeting, enabling Shareholders to attend the meeting in person or attend online at https://meetnow.global/MNRL4KH.

Accessing Meeting Documents and Lodging Proxies Online

The Corporations Act permits a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, the Notice of Meeting will only be mailed to those Shareholders who have elected to receive the Notice of Meeting and other information regarding a meeting in hard copy. Details of where you can access the Notice of Meeting, lodge a proxy and participate in the meeting will be emailed to Shareholders that have not elected to receive the Notice of Meeting by mail. These details are also shown in this letter and on NTAW's website at https://www.ntawholdings.com.au/investors-asx-announcements/agm.

Participation at the Meeting

You will find further details about participating in the meeting in the Notice of Meeting, including instructions for attending the meeting online, methods for voting and asking questions. The Notice of Meeting also includes the Explanatory Memorandum in relation to the business of the AGM. I encourage you to read all of the provided material.

Future Alternative Arrangements

If it becomes necessary to make future alternative arrangements for holding NTAW's 2026 AGM, Shareholders will be provided as much notice as possible. Further information will be made available on NTAW's website at https://www.ntawholdings.com.au/investors-asx-announcements/agm. Shareholders are encouraged to check for updates regularly in the lead up to the AGM.

Electronic communications

We encourage all shareholders to receive electronic communications by providing an email address at www.investorcentre.com/au. This enables the fastest possible flow of information to you in the most secure, sustainable and cost-effective manner possible.

Thank you for your continued support of NTAW.

Yours faithfully,

Murray Boyte
Non-Executive Chairman
NTAW Holdings Limited

Participation Information - 2026 Annual General Meeting

Voting in Person

Shareholders or Proxyholders can attend the meeting in person at the offices of HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Thursday, 12 November 2026.

Participating online

Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting virtually.

To participate in the meeting, you can log in by entering the following URL: https://meetnow.global/MNRL4KH on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below:

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder, 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 verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Vote by Proxy

Shareholders can also participate prior to the Meeting by completing and submitting their proxy instructions online at: www.investorcentre.com/au.

All proxy instructions are to be received by the Company's share registry by 10:00 am (AEST) on Tuesday, 10 November 2026 in order to be valid.

Questions

Shareholders and proxyholders will have the ability to ask questions during the Meeting.

Questions may be submitted prior to the Meeting via email to the Company Secretary at cosec@source.com.au by 5:00 pm (AEST) on Thursday, 5 November 2026.

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NTAW Holdings Limited
ACN 095 843 020

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of NTAW Holdings Limited will be held both online and in person at the offices of HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) or https://meetnow.global/MNRL4KH on Thursday, 12 November 2026.

This Notice of Annual General Meeting is an important document and should be read in its entirety. The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Memorandum form part of this Notice.

Capitalised terms are defined in Schedule 1 of this Notice.

BUSINESS OF THE MEETING

A. Address by the Chairman

B. Address by the Managing Director and Chief Executive Officer

C. Receive the 2026 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: No vote is required on this item of business.

D. Resolutions

Resolution 1: Remuneration Report

To consider and, if in favour, pass the following resolution as an **ordinary** resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

"That, the Company adopt the Remuneration Report for the year ended 30 June 2026 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Note: This resolution is advisory only and does not bind the Company or the Directors.

This resolution shall be determined under section 250R(2) of the *Corporations Act 2001* (Cth). Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD *Corporations Act 2001* (Cth). Restrictions also apply to votes cast as proxy unless exceptions apply.

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Resolution 2: Election of Mr John Cunningham as Director

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

"That, Mr John Cunningham, who was appointed as a Director on 24 March 2026 and who ceases to hold office at the close of this Meeting in accordance with Rule 7.6 of the Constitution and ASX Listing Rule 14.4, and who offers himself for election, is elected as a Director of the Company."

Note: There are no voting exclusions on this Resolution.

Resolution 3: Re-election of Mr Christopher Hummer as Director

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

"That, Mr Christopher Hummer, who retires in accordance with rule 8.1(e) and rule 8.1(g) of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, is elected as an Executive Director of the Company."

Note: There are no voting exclusions on this Resolution.

Resolution 4: Approval of Employee Incentive Plan

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

"That, pursuant to ASX Listing Rule 7.2, Exception 13(b) and for all other purposes, approval is given for the Company's Employee Incentive Plan (Plan) and for the issue of securities under the Plan, on the terms and conditions set out in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

Resolution 5: Approval to issue Options to Managing Director, Mr Warwick Hay

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

"That, pursuant to ASX Listing Rule 10.14, and for all other purposes, the Shareholders of the Company approve the issue of 3,000,000 Options to Mr Warwick Hay, Managing Director and Chief Executive Officer (or his nominee), under the Company's Employee Incentive Plan, vesting in three equal tranches of 1,000,000 Options each on 30 September 2028, 30 September 2029, and 30 September 2030 respectively, with a strike price of $0.20 per Option and an exercise period of 2 years from each vesting date, and on the terms outlined in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

Resolution 6: Approval to issue Options to Executive Director, Mr Christopher Hummer

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

"That, pursuant to ASX Listing Rule 10.14, and for all other purposes, the Shareholders of the Company approve the issue of 400,000 Options to Mr Christopher Hummer, Executive Director (or his nominee), under the Company's Employee Incentive Plan, subject to a service condition only, vesting on the third anniversary of the Grant Date, with a strike price of $0.20 per Option and an exercise period of 2 years from the vesting date, and on the terms outlined in the Explanatory Memorandum."

Note: This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

BY ORDER OF THE BOARD

Stephanie So
Company Secretary
9 October 2026

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IMPORTANT INFORMATION

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 pm (AEDT) on Tuesday, 10 November 2026 (**Entitlement Time**).

This means that if you are not the registered holder of a Share at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

ANNUAL REPORT

The Company's 2026 Annual Report may be accessed on the Company's website at https://www.ntawholdings.com.au/investors-asx-announcements and via ASX at https://www.asx.com.au/markets/company/NTD

EXPLANATORY MEMORANDUM

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in, and comprises part of, this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

VOTING INTENTIONS

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 6 (inclusive). In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 6 (inclusive).

VOTING EXCLUSION STATEMENTS

Resolution 1 (Remuneration Report)

The Company will disregard votes cast on this Resolution by or on behalf of:

- a member of the Key Management Personnel**,** details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in any capacity; or
- as a proxy by a member of Key Management Personnel, or that Key Management Personnel's Closely Related Party, unless the vote is cast as a proxy for a person entitled to vote on the Resolution:
    - in accordance with their directions on how to vote as set out in the Proxy Form; or
    - by the Chairman of the meeting pursuant to an express authorisation on the Proxy Form to vote as the proxy decides, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 (Election of Mr John Cunningham as Director)

No voting exclusions apply.

Resolution 3 (Re-election of Mr Christopher Hummer as Director)

No voting exclusions apply.

Resolution 4 (Approval of Employee Incentive Plan)

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme in respect of which Shareholder approval is sought, or any of their associates.

However, this does not apply to a vote cast in favour of the Resolution 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.

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act, unless the vote is cast as a proxy for a person entitled to vote on the Resolution:

- in accordance with their directions on how to vote as set out in the Proxy Form; or
- by the Chairman of the meeting pursuant to an express authorisation on the Proxy Form to vote as the proxy decides, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 5 (Approval to issue Options to Managing Director, Mr Warwick Hay)

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

- Mr Warwick Hay and any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in respect of which Shareholder approval is sought, or any of their associates.

However, this does not apply to a vote cast in favour of the Resolution 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 Chairman 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 Chairman to vote on the Resolution as the Chairman 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

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

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act, unless the vote is cast as a proxy for a person entitled to vote on the Resolution:

- in accordance with their directions on how to vote as set out in the Proxy Form; or
- by the Chairman of the meeting pursuant to an express authorisation on the Proxy Form to vote as the proxy decides, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 6 (Approval to issue Options to Executive Director, Mr Christopher Hummer)

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

- Mr Christopher Hummer and any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in respect of which Shareholder approval is sought, or any of their associates.

However, this does not apply to a vote cast in favour of the Resolution 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 Chairman 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 Chairman to vote on the Resolution as the Chairman 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.

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act, unless the vote is cast as a proxy for a person entitled to vote on the Resolution:

- in accordance with their directions on how to vote as set out in the Proxy Form; or
- by the Chairman of the meeting pursuant to an express authorisation on the Proxy Form to vote as the proxy decides, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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SHAREHOLDER QUESTIONS

Whilst Shareholders will be provided with the opportunity to ask questions at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the Annual General Meeting to the Company Secretary at cosec@source.com.au by 5:00 pm (AEST) on Thursday, 5 November 2026.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

PROXY VOTING

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 Proxy Form accompanies this Notice.
- If a Shareholder wishes to appoint a proxy, the Shareholder must complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- 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.
- 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.
- A proxy need not be a Shareholder.
- 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.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- The Proxy Form (together with any relevant authority) must be **received by no later than 10:00 am (AEST) on Tuesday, 10 November 2026** before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy Form may be:
    - Mailed to the address on the Proxy Form; or
    - Voted online via the Company's Share Registry at www.investorcentre.com/au.

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- If you are unable to lodge your proxy online please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or via www.investorcentre.com/contact and you will be issued a Proxy Form to be returned.

- If you have any queries on how to cast your votes, please call the Company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or via www.investorcentre.com/contact between the hours of 8:30 am and 5:00 pm (AEST).

JOINT HOLDERS

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or a by attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

CORPORATE REPRESENTATIVES

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

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NTAW Holdings Limited
ACN 095 843 020

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of NTAW Holdings Limited to be held both online and in person at the offices of HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) or https://meetnow.global/MNRL4KH on Thursday, 12 November 2026.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Capitalised terms are defined in Schedule 1 of this Notice.

2. Annual Report

In accordance with section 317 of the Corporations Act, the Company is required to lay before the Annual General Meeting the report of the Directors, the Auditor's report and the Financial Report.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

As permitted by the Corporations Act, a printed copy of the Company's 2026 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 2026 Annual Report may be accessed via the ASX and on the Company's website at https://www.ntawholdings.com.au/investors-asx-announcements/annual-reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

(a) the content of the auditor's report; or

(b) the conduct of its audit of the annual financial report to be considered at the meeting.

Written questions for the auditor must be delivered by 5:00pm on Thursday, 5 November 2026 (AEST).

Please send any written questions for the auditors to:

The Company Secretary
NTAW Holdings Limited
Level 2, 385 MacArthur Avenue
Hamilton QLD 4007

or via email to: cosec@source.com.au

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3. Resolution 1 – Adoption of Remuneration Report

3.1. General

In accordance with subsection 250R(2) of the Corporations Act, the Company is required to put to its Annual General Meeting a Resolution for the Remuneration Report to be adopted by Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2026.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the basis for remunerating Non-executive Directors and senior executives.

The Remuneration Report is contained in the Annual Report, a copy of which is available on the Company's website at https://www.ntawholdings.com.au/investors-asx-announcements/annual-reports and on the ASX.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2. Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

4. Resolution 2 – Election of Mr John Cunningham as Director

4.1. General

Rule 7.6 of the Company's Constitution states that a director appointed to fill a casual vacancy must stand for election at the next annual general meeting following that director's appointment.

Mr John Cunningham was appointed as a Director on 24 March 2026. Accordingly, Mr Cunningham ceases to hold office at the close of the 2026 Annual General Meeting in accordance with Rule 7.6 of the Constitution and ASX Listing Rule 14.4. Being eligible, he offers himself for election.

4.2. Biography

Mr Cunningham has over 30 years of executive leadership and strategic advisory experience across asset-intensive industries, manufacturing, resources, defence and the public sector. He has held senior roles in large multinational organisations and privately held businesses where he

focused on operational performance improvement, strategy development and corporate transactions.

4.3. Independence

The Board considers Mr Cunningham to be an independent director.

4.4. Directors' Recommendation

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

5. Resolution 3 – Re-election of Mr Christopher Hummer as Director

5.1. General

Rule 8.1(g) of the Company's Constitution states that no Director who is not the Managing Director of the Company, may hold office for a continuous period in excess of three (3) years or until the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.

Pursuant to ASX Listing Rule 14.4 and rule 8.1(e) and rule 8.1(g) of the Constitution of the Company, Mr Christopher Hummer retires at the conclusion of the Meeting, and being eligible, offers himself for election as an Executive Director of the Company.

5.2. Biography

An experienced company director for 37 years, Mr Hummer has held directorships in building/construction, automotive and industry associations. Chris has international experience consulting in SE Asia on tyre design for offroad motorsport along with global sales responsibilities before creating Dynamic Wheel Co in 1998. He has extensive knowledge in negotiating Asia to Australia supply chains and into other global markets including Europe. He is responsible for growing DWC into a national wheel wholesaler since its part acquisition by NTD in 2013 before full acquisition in 2017 and supporting the international expansion of DWC wheel brands both nationally and internationally in New Zealand and South Africa. Mr Hummer is the President of The Australian Tyre Dealers and Retreaders Association and is a member of the Australian Chamber of Commerce and Industry council.

5.3. Independence

The Board does not consider Mr Hummer to be an independent director given his role as an Executive Director of the Company.

5.4. Directors' Recommendation

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

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6. Resolution 4 – Approval of Employee Incentive Plan

6.1. General

ASX Listing Rule 7.2, Exception 13(b) provides that securities issued under an employee incentive scheme are excluded from the Company's 15% placement capacity under ASX Listing Rule 7.1, provided the scheme has been approved by shareholders within the last three (3) years. The Company's Employee Incentive Plan was last approved by shareholders at the 2023 Annual General Meeting. Accordingly, re-approval is required at the 2026 AGM to maintain the capacity exemption.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of the fully paid ordinary securities on issue at the commencement of the 12-month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to Listing Rule 7.1.

Shareholder approval is sought to approve the Plan in accordance with Listing Rule 7.2 Exception 13(b) and to enable the Company to subsequently grant Awards and issue Shares on exercise of Rights or Options under the Plan for three years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the 15% limit contained in Listing Rule 7.1 and do not otherwise fall within one of the nominated Listing Rule exceptions.

If this Resolution is approved, securities issued under the Employee Incentive Plan over the next three (3) years will continue to be excluded from the 15% limit under ASX Listing Rule 7.1. If this Resolution is not approved, the Company may still issue securities under the Plan, but those issues will count toward the Company's existing 15% placement capacity.

6.2. Information required by Listing Rule 7.2 Exception 13(b)

Summary of the terms of the Plan

The full terms and conditions of the Plan are available on the Company's website at https://www.ntawholdings.com.au/investors-asx-announcements/corporate-governance.

A summary of the terms and conditions of the Plan is set out in Schedule 2 of this Notice.

Number of securities issued under the Plan since the date of last approval

Since the Plan was last approved by Shareholders on 12 October 2023, the Company has issued a total of 5,905,249 Awards (comprising 5,905,249 Rights). A total of 3,635,249 Rights remain on issue at the time of this Notice of Meeting.

Maximum number of equity securities proposed to be issued under the Plan following the approval

The maximum number of Awards proposed to be issued under the Plan following shareholder approval over three years is 8,385,381 Awards. This number comprises approximately 5% of the Company's Shares currently on issue. This is a maximum number only, and the Company may not issue that number of Awards over that period.

6.3. Directors' recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

7. Resolution 5 – Approval to issue Options to Managing Director, Mr Warwick Hay

7.1. General

Options confer an entitlement, upon vesting and exercise, to be issued one Share for each Option exercised, subject to payment of the Exercise Price and the satisfaction of any applicable vesting conditions, on the terms set out in the Plan.

Subject to the approval of Shareholders, the Company proposes to grant Options to Mr Warwick Hay, Managing Director and Chief Executive Officer (or his nominee).

The objective of the proposed grant of Options to Mr Hay is primarily to link the reward of Options to Shareholder value creation and align his interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Options will be issued under and subject to the terms of the Plan.

ASX Listing Rule 10.14 provides that a company must not issue equity securities to a director of the Company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under ASX Listing Rule 7.1.

If approval is received, Mr Hay will be granted the proposed Options as set out in these explanatory notes.

If Shareholder approval is not obtained, the proposed grant of Options to Mr Hay will not proceed. This may impact the Company's ability to incentivise Mr Hay and to align his interests with those of Shareholders. In these circumstances, the Board will need to consider alternative remuneration arrangements (such as a cash equivalent payment).

7.2. Specific information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

Mr Hay is a current Director of the Company and falls within the category of persons in Listing Rule 10.14.1.

Number of securities

The number of Options proposed to be granted to Mr Hay is 3,000,000, vesting in three equal tranches of 1,000,000 Options each on 30 September 2028, 30 September 2029, and 30 September 2030 respectively. Each Option entitles Mr Hay, upon vesting and exercise, to be issued one Share in the Company upon payment of the Exercise Price of $0.20 per Option. Details of the relevant vesting conditions are summarised below.

Details of Mr Hay's current total remuneration package

Mr Hay's total remuneration package consists of fixed remuneration and performance-linked remuneration based on the Company's performance and Mr Hay's individual performance.

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Details of Mr Hay's total remuneration package is as follows:

Total fixed remuneration, inclusive of superannuation (TFR)	$ 630,000
Short-term cash bonus, inclusive of superannuation (50% of TFR)	$ 315,000
LTI (Options, 95% of TFR)	$ 600,000
Total potential remuneration package	**$1,545,000**

Number of Securities Previously Issued

The number of Rights that have previously been issued to Mr Hay under the Plan is as follows:

- 500,000 Rights issued on 26 March 2025 and remain subject to performance conditions at the date of this Notice.
- 1,111,111 Rights issued on 19 May 2026 and remain subject to performance conditions at the date of this Notice.

Those Performance Rights were issued to Mr Hay (or his nominee) for no consideration. Mr Hay has not previously been issued Options under the Plan.

Why Options are being used

Options are designed to incentivise employees, and in this case, to incentivise Mr Hay as Managing Director and Chief Executive Officer of the Company. The Options act to provide an incentive for the achievement of long-term operational and strategic goals that lead to long-term growth as well as a retention incentive for key employees, such as Mr Hay. Furthermore, equity-based incentives assist in the alignment of Shareholders' and Directors' interests, including through the requirement to pay the Exercise Price to realise value, which ensures that value is only delivered to the participant where there has been an increase in the Company's share price.

The value that the Company attributes to the Options and its basis

The 'fair value' for accounting purposes will be determined at the grant date and the value will be expensed over the relevant service period in accordance with AASB 2 *Share Based Payments*. The fair value is expected to be $256,800.

Valuation Date	31 July 2026
Share Price (Valuation Date)	$0.20
Exercise Price	$0.20
Risk free rate (%)	4.49%
Volatility (%)	62.01%
Expected Life (years)	3.0
Dividend Rate	0.00%
Estimated Value per Option	$0.0856
Estimated Total Gross Value to Mr Hay	$256,800

Importantly, no value will be received by Mr Hay if the Options lapse prior to the vesting date.

The date on which the Company will issue the Options

It is intended that the Options will be issued within five (5) days after the Meeting, and in any event no later than 30 June 2027.

Price of securities

The Options will be granted for no consideration. The Exercise Price payable upon exercise of each Option is $0.20 per Option.

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No loans given to acquire securities

There are no loan arrangements with Mr Hay in relation to the acquisition of the Options.

Other information

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

7.3. Key Terms of Options

The Options will vest in three equal tranches as follows:

Vesting Conditions

Vesting of the Options is subject to satisfaction of the following Service Condition:

(i) **Service condition** – the Eligible Participant must remain continuously employed by the Company or a subsidiary of the Company (in the position which the Eligible Participant holds at the date of the Invitation or otherwise a position that is of the same or greater seniority) from the Grant Date until each respective Vesting Date. There is no Performance Hurdle applicable to the Options.

Tranche	Number of Options	Vesting Date	Expiry Date
Tranche 1	1,000,000	30 September 2028	30 September 2030
Tranche 2	1,000,000	30 September 2029	30 September 2031
Tranche 3	1,000,000	30 September 2030	30 September 2032

The Exercise Price for each Option is $0.20 per Option. Each tranche of Options may be exercised at any time during the period of 2 years from the relevant Vesting Date, after which the Options in that tranche will lapse.

Lapsing and early vesting of the Options

Change of Control Event: Where, in the opinion of the Board, a Change of Control Event (other than a takeover bid or court-sanctioned scheme) has occurred in relation to the Company, the Board may in its absolute discretion determine that any unvested Options will Vest and may be exercised immediately. Where a takeover bid is made and an entity obtains voting power of more than 50% and the bid becomes unconditional, or a court has sanctioned a compromise or arrangement, any unvested Options will automatically Vest and may be exercised immediately.

Termination of employment: If the Director ceases employment before the Options vest for any reason other than a Qualifying Event (being death, serious injury or illness which prohibits continued employment, retirement, retrenchment or such other circumstances which result in the Director leaving employment of a Group Company and which the Board determines in its absolute discretion is a Qualifying Event), the unvested Options will be immediately forfeited on the date that employment ceases. If the Director ceases employment as a result of a Qualifying Event, the Board may in its absolute discretion determine that some or all of the unvested Options will vest and/or will not be forfeited, subject to such conditions as the Board determines. Any Options that have vested at the time of a Qualifying Event may be exercised during the 12-month period following cessation (or, if shorter, until the Last Exercise Date), after which they will lapse. Any

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unvested Options not determined by the Board to vest or not be forfeited will be immediately forfeited.

If the Director's employment is terminated on the basis that the Board determines in its absolute discretion that the Director has acted fraudulently or dishonestly, or is in material breach of their obligations to any Group Company, all of the Options (including those which have not yet vested and those which have vested but are unexercised) will be immediately forfeited on the date determined by the Board.

Other general terms

- The Company will not apply to the ASX for official quotation of the Options granted under the Plan.
- Shares issued pursuant to the exercise of the Options will rank equally with Shares then on issue.
- Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Securities Trading policy.

7.4. Financial Benefit - Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Options as the exception in section 211 of the Corporations Act applies. The Options are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

7.5. Directors Recommendation

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

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8. Resolution 6 – Approval to issue Options to Executive Director, Mr Christopher Hummer

8.1. General

Options confer an entitlement, upon vesting and exercise, to be issued one Share for each Option exercised, subject to payment of the Exercise Price and the satisfaction of any applicable vesting conditions, on the terms set out in the Plan.

Subject to the approval of Shareholders, the Company proposes to grant Options to Mr Christopher Hummer, Executive Director (or his nominee).

The objective of the proposed grant of Options to Mr Hummer is primarily to link the reward of Options to Shareholder value creation and align his interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Options will be issued under and subject to the terms of the Plan.

ASX Listing Rule 10.14 provides that a company must not issue equity securities to a director of the Company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under ASX Listing Rule 7.1.

If approval is received, Mr Hummer will be granted the proposed Options as set out in these explanatory notes.

If Shareholder approval is not obtained, the proposed grant of Options to Mr Hummer will not proceed. This may impact the Company's ability to incentivise Mr Hummer and to align his interests with those of Shareholders. In these circumstances, the Board will need to consider alternative remuneration arrangements (such as a cash equivalent payment).

8.2. Specific information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

Mr Hummer is a current Director of the Company and falls within the category of persons in Listing Rule 10.14.1.

Number of securities

The number of Options proposed to be granted to Mr Hummer is 400,000. Each Option entitles Mr Hummer, upon vesting and exercise, to be issued one Share in the Company upon payment of the Exercise Price of $0.20 per Option.

Details of Mr Hummer's current total remuneration package

Mr Hummer's total remuneration package consists of fixed remuneration and performance-linked remuneration based on the Company's performance and Mr Hummer's individual performance.

Details of Mr Hummer's total remuneration package is as follows:

Total fixed remuneration, inclusive of superannuation (TFR)	$ 380,000
Short-term cash bonus, inclusive of superannuation (25% of TFR)	$ 95,000
LTI (Options, 21% of TFR)	$ 80,000
Total potential remuneration package	**$ 555,000**

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Number of Securities Previously Issued

The number of Rights that have previously been issued to Mr Hummer under the Plan is as follows:

- 200,000 Rights issued on 26 March 2025 and remain subject to performance conditions at the date of this Notice;
- 140,000 Rights were issued on 13 October 2023 but lapsed on 30 September 2026; and
- 85,721 Rights were issued on 17 December 2021 but lapsed on 11 October 2024.

The average acquisition price (if any) paid by Mr Hummer for those Rights was $Nil.

The number of Options that have previously been issued to Mr Hummer under the Plan is as follows:

- 150,000 Options were issued on 25 February 2021 and were exercised on 11 October 2023 (at an exercise price of 57.45 cents per share, paid in full).
- 155,000 Options were issued on 8 November 2019 and were exercised on 11 October 2023 (at an exercise price of 37.35 cents per share, paid in full); and
- 140,000 Options were issued on 7 December 2018 but lapsed on 26 August 2019;

The average acquisition price (if any) paid by Mr Hummer for those Options was $Nil.

Why Options are being used

Options are designed to incentivise employees, and in this case, to incentivise Mr Hummer as Executive Director of the Company. The Options act to provide an incentive for the achievement of long-term operational and strategic goals that lead to long-term growth as well as a retention incentive for key employees, such as Mr Hummer. Furthermore, equity-based incentives assist in the alignment of Shareholders' and Directors' interests, including through the requirement to pay the Exercise Price to realise value, which ensures that value is only delivered to the participant where there has been an increase in the Company's share price.

The value that the Company attributes to the Options and its basis

The 'fair value' for accounting purposes will be determined at the grant date and the value will be expensed over the relevant service period in accordance with AASB 2 Share Based Payments. The fair value is expected to be $34,240.

Valuation Date	31 July 2026
Share Price (Valuation Date)	$0.20
Exercise Price	$0.20
Risk free rate (%)	4.49%
Volatility (%)	62.01%
Expected Life (years)	3.0
Dividend Rate	0.00%
Estimated Value per Option	$0.0856
Estimated Total Gross Value to Mr Hummer	$34,240

Importantly, no value will be received by Mr Hummer if the Options lapse prior to the vesting date.

The date on which the Company will issue the Options

It is intended that the Options will be issued within five (5) days after the Meeting, and in any event no later than 30 June 2027.

Price of securities

The Options will be granted for no consideration. The Exercise Price payable upon exercise of each Option is $0.20 per Option.

No loans given to acquire securities

There are no loan arrangements with Mr Hummer in relation to the acquisition of the Options.

Other information

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

8.3. Key Terms of Options

The Options will vest on the third anniversary of the Grant Date (Vesting Date), subject to satisfaction of the Service Condition.

The Options will expire on the date which is two years from the Vesting Date, if not exercised earlier.

The Exercise Price for each Option is $0.20 per Option.

Vesting Conditions

Vesting of the Options is subject to satisfaction of the following Service Condition:

(i) **Service condition** – the Eligible Participant must remain continuously employed by the Company or a subsidiary of the Company (in the position which the Eligible Participant holds at the date of the Invitation or otherwise a position that is of the same or greater seniority) from the Grant Date until the Vesting Date. There is no Performance Hurdle applicable to the Options.

Lapsing and early vesting of the Options

Change of Control Event: Where, in the opinion of the Board, a Change of Control Event (other than a takeover bid or court-sanctioned scheme) has occurred in relation to the Company, the Board may in its absolute discretion determine that any unvested Options will Vest and may be exercised immediately. Where a takeover bid is made and an entity obtains voting power of more than 50% and the bid becomes unconditional, or a court has sanctioned a compromise or arrangement, any unvested Options will automatically Vest and may be exercised immediately.

Termination of employment: If the Director ceases employment before the Options vest for any reason other than a Qualifying Event (being death, serious injury or illness which prohibits continued employment, retirement, retrenchment or such other circumstances which result in the Director leaving employment of a Group Company and which the Board determines in its absolute discretion is a Qualifying Event), the unvested Options will be immediately forfeited on the date that employment ceases. If the Director ceases employment as a result of a Qualifying Event, the Board may in its absolute discretion determine that some or all of the unvested Options will vest and/or will not be forfeited, subject to such conditions as the Board determines. Any Options that have vested at the time of a Qualifying Event may be exercised during the 12-month period following cessation (or, if shorter, until the Last Exercise Date), after which they will lapse. Any unvested Options not determined by the Board to vest or not be forfeited will be immediately forfeited.

If the Director's employment is terminated on the basis that the Board determines in its absolute discretion that the Director has acted fraudulently or dishonestly, or is in material breach of their

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obligations to any Group Company, all of the Options (including those which have not yet vested and those which have vested but are unexercised) will be immediately forfeited on the date determined by the Board.

Other general terms

- The Company will not apply to the ASX for official quotation of the Options granted under the Plan.
- Shares issued pursuant to the exercise of the Options will rank equally with Shares then on issue.
- Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Securities Trading policy.

8.4. Financial Benefit - Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Options as the exception in section 211 of the Corporations Act applies. The Options are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

8.5. Directors Recommendation

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

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SCHEDULE 1: Glossary

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

2026 Annual Report or Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the financial year ended 30 June 2026.

$** or **A$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time.

Annual General Meeting or Meeting means the general meeting of the Company to be held on Thursday, 12 November 2026 pursuant to the Notice of Annual General Meeting.

Awards means awards offered under the Plan, including Options, Rights and Performance Rights.

ASX means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires.

Auditor's Report means the auditor's report on the Financial Report.

Board or **Board of Directors** means the board of Directors of the Company.

Chair or **Chairman** means the chair of the Meeting, proposed to be the chairman of the Company, who is currently Mr Murray Boyte.

Closely Related Party means:

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

(b) has the meaning given in section 9 of the Corporations Act.

Company means NTAW Holdings Limited ACN 095 843 020.

Constitution means the constitution of the Company, adopted on 13 November 2025.

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

Corporations Regulation means *Corporations Regulations 2001* (Cth).

Directors means the directors of the Company.

Directors' Report means annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities contained in the 2026 Annual Report.

Equity Securities has the meaning given to that term in the Listing Rules.

Entitlement Time means 7:00 pm (AEDT) on Tuesday, 10 November 2026, being the time determined by the Directors pursuant to regulation 7.11.37 of the Corporations Regulations for the purposes of determining those persons eligible to vote at the Meeting.

Employee Incentive Plan or **Plan** means the employee incentive plan of the Company and was last adopted by Shareholders at the 2023 annual general meeting, as amended from time to time.

Explanatory Memorandum means the explanatory memorandum set out in the body of this document.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

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Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice of Annual General Meeting or **Notice** means the notice of Annual General Meeting set out in the body of this document.

Options means the options granted under the Plan which, subject to the satisfaction of any applicable vesting conditions and payment of the Exercise Price, entitle the holder to be issued one Share per Option upon vesting and exercise, on such terms determined by the Board.

Performance Rights or Rights means the rights granted under the Plan which, subject to the satisfaction of the applicable Performance Conditions, entitle the holder to be issued one Share per Performance Right upon vesting and exercise, on such terms determined by the Board.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the section of the 2026 Annual Report that is included under section 300A(1) of the Corporations Act.

Resolution means a resolution set out in the Notice, to be passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll.

Shareholder means a holder of Shares in the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

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SCHEDULE 2: Summary of the terms of the Employee Incentive Plan

A summary of the terms and conditions of the Plan is set out below.

Eligibility

Under the Plan, eligible employees or contractors of a group company, directors (including non-executive directors) and other persons who are declared by the Board to be eligible to receive awards and who otherwise meet the criteria of an eligible participant under applicable law may be offered the following Awards:

- Exempt Share Awards or Salary Sacrifice Share Awards;
- Performance Share Awards;
- Options; and
- Rights.

Participation in the Plan is at the Board's discretion and no individual has a contractual right to participate in it or to receive any guaranteed benefits.

Restriction on dealing

Rights, Options and Performance Share Awards are non-transferable.

Vesting Conditions

Rights and Options
Rights and/or Options may only be exercised if:

a the Rights and/or Options vest in accordance with the applicable Performance Hurdles and Service Conditions; and
b the Exercise Conditions (if any) have been met.

Any Right or Option that has not vested may not be exercised, unless (subject to applicable laws) the Board exercises its absolute discretion, in circumstances where the Board considers it to be in the best interests of the Company to:

a vary or waive the relevant Performance Hurdles, Service Conditions and/or Exercise Conditions, and declare the Rights and/or Options to have vested; or
b bring forward the date upon which Rights and/or Options may be exercised.

Performance Share Awards
Performance Share Awards may only vest in accordance with the applicable Performance Hurdles and Service Conditions (if any), unless (subject to applicable laws) the Board exercises its absolute discretion, in circumstances where it considers it to be in the best interests of the Company, to:

a vary or waive the relevant Performance Hurdles or Service Conditions, and declare the Performance Share Awards to have vested; or
b bring forward the date upon which the Performance Share Awards may vest.

If instructed to do so in writing by the Board, each participant will take all necessary actions and enter into all necessary documentation to give effect to the re-designation of a Performance Share Award that has vested to be a share.

Issue cap for Awards involving monetary consideration

An Award that is a Relevant ESS Interest (that is, where monetary consideration is to be provided on the issue or transfer to the participant, or on the exercise by the participant, of the Award) may only be offered if, at the time the offer is made:

a the total number of fully paid Shares that are, or are covered by, the Relevant Awards that may be issued under the offer; and

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b the total number of fully paid Shares that are, or are covered by, the Awards that have been issued, or may be issued, under offers that were both received in Australia and made in connection with the Plan or any other employee share scheme of the Company at any time during the 3 year period ending on the day the offer is made,

does not exceed 5% (or, if the constitution of the Company specifies a different issue cap percentage, that percentage) of the total number of fully paid Shares issued by the Company as at the start of the day the offer is made. The Company's constitution does not presently specify a different issue cap percentage.

When aggregating the number of Shares for the purposes of the above calculation, the Company may disregard certain offers of Awards covered by section 1100R of the Corporations Act (including Awards offered to senior managers under section 708(12) of the Corporations Act).

Exercise of Rights and Options

A Right or an Option may only be exercised if at the time of exercise:

a The Right or Option has become vested under the Plan;
b The Right or Option has not lapsed or been forfeited under the Plan; and
c The Exercise Price (if any) has been paid to the Company in such manner approved by the Board.

Certain rights in relation to Rights, Options and Performance Shares

Any Right, Option or Performance Share held by a participant will not give any right to the participant:

a to receive any dividends declared by the Company; or
b to receive notice of, or to vote or attend at, a meeting of the Shareholders of the Company,

until the participant's Shares are issued or transferred (as the case requires) to, and registered in the name of, the participant before the record date for determining entitlements to the dividend or the date of the meeting of Shareholders (as the case may be).

Share awards

Exempt share awards
The Company may grant Share awards for no consideration or at a purchase price that is a discount to the then market value of Shares, with the intention that up to $1,000 (or such other amount that is exempted from tax under the Income Tax Assessment Act as applicable and amended from time-to-time) of the total value or discount received by each participant will be exempt from tax. The Company must offer the Share awards on a non-discriminatory basis in accordance with Division 83A of the *Income Tax Assessment Act 1997 (Cth)* as amended from time-to-time.

Salary sacrifice share awards
Share awards may be offered under a salary sacrifice arrangement in accordance with the terms of the invitation.

Holding lock

Any participant's Share may be subject to a holding lock of up to a maximum of 10 years from the grant date at the Board's absolute discretion. The Board may remove the holding lock applying to a participant's Shares at its discretion.

Lapsing and forfeiture

Last vesting date
Rights and Options will lapse, and Performance Share Awards will be forfeited, if those awards have not vested (and have not otherwise been forfeited) by the last date on which awards are able to vest as specified under the invitation to a participant.

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Qualifying event
The Board may, in its absolute discretion, determine that some or all of a participant's unvested Awards will vest and/or will not be forfeited where the participant ceases to be employed by the Company or its related bodies corporate as the result of a Qualifying Event, subject to such conditions as the Board determines. A Qualifying Event means:

a death;
b serious injury or illness that prohibits continued employment;
c retirement;
d retrenchment; or
e such other circumstances that result in a participant leaving the employment of the Company or its related bodies corporate and that the Board determines (in its absolute discretion) is a qualifying event.

Forfeiture
Rights, Options and Performance Share Awards will be forfeited where:

a the Board determines in its absolute discretion that a participant has acted fraudulently or dishonestly, or is in material breach of his or her obligations to the Company or its related bodies corporate; or
b a participant ceases to be employed by the Company or its related bodies corporate other than as a result of a Qualifying Event, whether or not those awards have vested.

Last exercise date
Rights and Options that have vested and that have not been exercised will lapse on the date specified on the invitation to a participant as the last date on which awards are able to be exercised unless those awards have otherwise been forfeited or unless that date has been extended.

Rights attaching to Shares issued under the Plan

Ranking of Shares
Each participant's Shares issued under an award granted pursuant to the Plan will rank equally in all respects with all existing Shares from the date of issue.

Rights and bonus issues
A participant has the right to participate in rights issues and bonus issues by the Company:

a in relation to a participant's Shares that are registered in the participant's name; or
b in the case of exempt share awards or salary sacrifice share awards, that are registered in the name of a trustee, once those share awards are allocated.

Dividends
A participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on participant's Shares that, at the books closing date for determining entitlement to those dividends, are standing to the account of the participant.

Voting Rights
A participant may exercise any voting rights attaching to a participant's Shares registered in the participant's name or, in the case of exempt share awards or salary sacrifice share awards, registered in the name of a trustee, once those share awards are allocated to the participant.

Suspension or Termination of the Plan

The Plan may be suspended or terminated at any time by resolution of the Board. Suspension or termination of the Plan will not prejudice the accrued rights of participants.

Adjustment

The Board will:

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a reduce the exercise price of Rights and/or Options (if any) in the event of a new issue; and/or
b change the number of underlying Shares to which awards relate in the event of a bonus issue, in accordance with the Listing Rules.

Reorganisation

In the event of a reorganisation of the Company's share capital, the Board will review and modify the terms of the awards if required by, and in accordance with, the Listing Rules.

Amendments to the Plan

Subject to the Listing Rules and the law, the Board may at any time by resolution amend or add to the rules of the Plan. However, no amendment to the rules may be made which materially reduces the rights of participants in respect of Awards which they have accepted prior to the amendment (except for certain changes, including changes for the purpose of complying with laws or the Listing Rules).

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NTAW HOLDINGS LIMITED

ABN 97 095 843 020

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEST) Tuesday, 10 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.

☐ **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 NTAW 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 NTAW Holdings Limited to be held at HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 and online via https://meetnow.global/MNRL4KH on Thursday, 12 November 2026 at 10:00 am (AEST) 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 Items 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 4, 5 and 6 are 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 Items 1, 4, 5 and 6 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	Remuneration Report	☐	☐	☐
Resolution 2	Election of Mr John Cunningham as Director	☐	☐	☐
Resolution 3	Re-election of Mr Christopher Hummer as Director	☐	☐	☐
Resolution 4	Approval of Employee Incentive Plan	☐	☐	☐
Resolution 5	Approval to issue Options to Managing Director, Mr Warwick Hay	☐	☐	☐
Resolution 6	Approval to issue Options to Executive Director, Mr Christopher Hummer	☐	☐	☐

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

For personal use only