ASX Announcement

Smart Parking Limited (ASX:SPZ)

smartparking.com

9 October 2026

Notice of Meeting for Annual General Meeting

Attached is the Notice of Meeting for the Company's Annual General Meeting together with a sample proxy form.

Your faithfully

Richard Ludbrook

Company Secretary

Contact Smart Parking

investorinfo@smartparking.com

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SMART PARKING LIMITED

ACN 119 327 169

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (Melbourne time)

DATE: Friday, 13 November 2026

PLACE: Via the online platform Zoom:
https://us02web.zoom.us/j/86784805752?pwd=DM7frDasHfzlEyWKYazSr4aoqhAYR1.1&from=addon

Meeting ID: 867 8480 5752
Passcode: 564553

Voting will be conducted via https://meetnow.global/MWSUYQ6

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

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IMPORTANT INFORMATION

DETAILS OF THE MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (Melbourne time) on **Friday, 13 November 2026**.

In accordance with the Company's Constitution, the Meeting will be held virtually via the online platform Zoom where you can attend and participate in the Meeting.

Details for the joining the meeting are:
https://us02web.zoom.us/j/86784805752?pwd=DM7frDasHfzlEyWKYazSr4aoqhAYR1.1&from=addon
Meeting ID: 867 8480 5752
Passcode: 564553

Dial by your location
+61 2 8015 6011 Australia (Sydney)
+61 3 7018 2005 Australia (Melbourne)
+64 9 884 6780 New Zealand
+44 203 481 5237 United Kingdom

If you cannot attend the Meeting, you may appoint a proxy by **11:00am (Melbourne time) on Wednesday, 11 November 2026.**

If you attend the Meeting, you will have the opportunity during the Meeting to ask questions to the Board, the Company's leadership team and auditors. If you would like to ask a question prior to the Meeting, please submit these to investorinfo@smartparking.com by **11:00am (Melbourne time) on Wednesday, 11 November 2026.**

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (Melbourne time) on Wednesday, 11 November 2026.

VOTING ONLINE

Securityholders can access the Computershare AGM platform from their computer, tablet or mobile device at https://meetnow.global/MWSUYQ6

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Computershare by telephone on the number in item 2 below prior to the meetings to obtain their login details.

To participate in the meetings 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 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 'Sign In'.

More information regarding participating in the AGMs online (including browser requirements) can be found in the Computershare online meeting guide at:

https://www.computershare.com.au/onlinevotingguide

Members will be able to participate in, and vote at the Meeting online or by proxy.

VOTING BY POLL

The vote on each resolution set out in this Notice will be decided on a poll. In a resolution determined by poll, you (or your proxy) have one vote for each Share held. On a poll, you do not need to exercise all of your votes in the same way and you do not need to cast all your votes.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by **11:00am (Melbourne time)** on **Wednesday, 11 November 2026** and in accordance with the instructions set out on the Proxy Form. Alternatively, you can nominate your proxy online by via http://www.investorvote.com.au.

In accordance with section 249L(d) of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 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.

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act and provide satisfactory evidence of the appointment of its corporate representative to the Company prior to the Meeting.

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

Authorised representative of corporate shareholders

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a certificate of appointment of corporate representative executed in accordance with the Corporations Act to be provided prior to the Meeting.

TECHNICAL DIFFICULTIES

If there is a technical difficulty affecting any online participants, the chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Members are therefore encouraged to lodge a directed proxy by **11:00am (Melbourne time)** on **Wednesday, 11 November 2026** even if they plan to join and participate in the Meeting online.

COMMUNICATION

Members who have general queries about this Notice or the technologies used to hold the Meeting should contact investorinfo@smartparking.com.

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BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report for the financial year ended 30 June 2026.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, adopt the Remuneration Report for the year ended 30 June 2026, by passing, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

> *"That, for the purposes of section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."*

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion:

In accordance with sections 250R(4) and 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by or on behalf of any Excluded Persons.

However, the Company will not disregard a vote made by an Excluded Person as proxy if the vote is not cast on behalf of an Excluded Person, and either:

(a) the Excluded Person is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or

(b) the Excluded Person is the Chair who has been appointed as a proxy for a person entitled to vote and the appointment of the Chair:

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

  (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – ALLOCATION OF EQUITY TO MANAGING DIRECTOR UNDER EMPLOYEE INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of Listing Rule 10.14, approval is given for the allocation of 198,054 Incentive Shares under the Company's Employee Incentive Plan to Mr Paul Gillespie, Managing Director of the Company (or his nominee), further details of which are described in the Explanatory Statement."*

Voting Exclusion:

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast as proxy on this Resolution by an Excluded Person.

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However, the Company will not disregard a vote in favour of this Resolution made by an Excluded Person as proxy if either:

(a) the Excluded Person is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or

(b) the Excluded Person is the Chair who has been appointed as a proxy for a person entitled to vote and the appointment of the Chair:

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

  (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further, pursuant to Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director of the Company who is eligible to participate in the Deferred Employee Share Plan or their associates.

However, the Company will not disregard a vote in favour of this Resolution if it is cast by such a person:

(a) as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) as the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or

(c) as a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:

  (i) 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

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

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CHRISTOPHER MORRIS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of the Company's Constitution and Listing Rule 14.4, Christopher Morris, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR SIMON JONES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of the Company's Constitution and Listing Rule 14.4, Simon Jones, a Director, retires by rotation, and being eligible, is re-elected as a Director."

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6. RESOLUTION 5 – INCREASE CAP ON AGGREGATE NON-EXECUTIVE DIRECTORS' REMUNERATION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of clause 14.8 of the Constitution and Listing Rule 10.17, the maximum aggregate annual remuneration that may be paid to the Non-Executive Directors of the Company as a whole, be increased by $200,000 per annum from $500,000 per annum to $700,000 per annum."*

Voting Exclusion: A vote on this Resolution must not be cast (in any capacity) by or on behalf of a Director or an Associate of a Director.

However, this does not apply to a vote if it is cast in favour of the Resolution by:

(a) as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) as the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or

(c) as a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:

  (i) 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

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

(d) Additionally, the Company will disregard any votes cast on this Resolution by any person who is an Excluded Person, unless:

  (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

  (ii) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

> *"That, for the purposes of Listing Rule 7.1A, approval is given for the issue of Equity Securities, as that term is defined in the Listing Rules, totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2."*

DATED: 9 OCTOBER 2026

BY ORDER OF THE BOARD

RICHARD LUDBROOK, *Company Secretary*

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at http://www.smartparking.com/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the section 250R(2) of the Corporations Act. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and 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.

Shareholders attending the Meeting will be given reasonable opportunity to ask questions about or make comments on the Remuneration Report.

2.2 Voting consequences

Under section 250R(2) of the Corporations Act, a listed entity is required to put to a vote a resolution that the Remuneration Report be adopted. While the resolution must be put to a vote, the outcome of the resolution is advisory only and does not bind the Directors or the Company (as set out in section 250R(3) of the Corporations Act). The Board will take the outcome of the resolution into consideration when reviewing its remuneration practices and policies.

While the outcome of the resolution is advisory only, it will be considered for the purposes of the "two strike rule" under the Corporations Act. If at least 25% of the votes are cast against the resolution at two consecutive Annual General Meetings, the Company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of Directors (**Spill Resolution**). The Spill Resolution must be put to vote at the second of those consecutive Annual General Meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholders meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting.

All of the Directors who were in office when the directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors from that time.

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2.3 **Previous voting results**

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that Annual General Meeting were less than 25%. Accordingly, a Spill Resolution will not be put to a vote at this Annual General Meeting.

2.4 **Proxy voting restrictions**

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directed	Undirected
Key Management Personnel[1]	Vote as directed	Not to vote[3]
Chair[2]	Vote as directed	Vote at Proxy's discretion if expressly authorised [4]
Other person	Vote as directed	Vote at Proxy's discretion

Notes:

[1] Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

[2] Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

[3] Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

[4] The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions and your appointment of the Chair expressly authorises the Chair to vote undirected proxies at the Chair's discretion.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – ALLOCATION OF EQUITY TO MANAGING DIRECTOR UNDER EMPLOYEE INCENTIVE PLAN

The Company intends to allocate Incentive Shares to Mr Paul Gillespie under the Company's Employee Incentive Plan, totalling 198,054 Shares (**Gillespie Incentive Shares**). The Gillespie Incentive Shares shall vest after 2 years from allocation as set out further below.

Participation in the Employee Incentive Plan is only open to executive Directors and senior management, and Mr Gillespie is the only executive Director on the Board at this time. No Director or person referred to in Listing Rule 10.14 has been awarded Incentive Shares under the Employee Incentive Plan since the date of the last approval for award to a Director.

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Terms

The terms of the Gillespie Incentive Shares are as follows:

Number of Incentive Shares	Price	Vesting Date(s)	Conditions
198,054 ordinary shares issued under the Employee Incentive Plan comprising 21% of total remuneration.	Nil	198,054 ordinary shares (2 years from the date of allocation).	▪ Continued employment

Listing Rules -- Requirement for Shareholder Approval

Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

The allocation of the Gillespie Incentive Shares to Mr Paul Gillespie is an acquisition of securities by a Director under the Employee Incentive Plan and consequently Shareholder approval is required under Listing Rule 10.14.

Pursuant to Listing Rule 10.15, the following further information is provided in relation to Resolution 2:

(a) approval is required by Listing Rule 10.14.1 as the Gillespie Incentive Shares will be issued to a Director;

(b) the Gillespie Incentive Shares will be allocated under the Employee Incentive Plan at no cost to Mr Gillespie;

(c) the Gillespie Incentive Shares will be allocated no later than 1 month after the date of the Meeting;

(d) Mr Gillespie's remuneration package comprises an annual base salary including superannuation of $522,500, a short term incentive of approximately 21% of base salary for on target performance, and a long term incentive through the Employee Incentive Plan;

(e) Shares previously issued at nil value to Mr Gillespie under the Employee Incentive Plan, are as set out in the table below:

Shares (vested)	Shares (unvested)
6,814,688	2,399,592

(f) there is no loan scheme in relation to the Gillespie Incentive Shares as no payment is required;

(g) a summary of the material terms of the Employee Incentive Plan is contained in Schedule 1 to this Notice; and

(h) a voting exclusion statement is included in the Notice for Resolution 2.

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Details of any Shares issued under the Employee Incentive Plan will be published in the Company's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Shares under the Employee Incentive Plan after Resolution 2 is approved and who were not named in the Notice will not participate until approval is obtained under that rule.

If approval of the issue is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1 and the issue of the Shares will not reduce the Company's capacity to issue Shares under Listing Rule 7.1.

If Resolution 2 is not approved, then Mr Gillespie will not be granted the 198,054 Gillespie Incentive Shares under the Employee Incentive Plan, and the Company will need to consider whether an alternative incentive structure, for example, in the form of cash is appropriate for Mr Gillespie.

Corporations Act

Under Chapter 2E of the Corporations Act a public company, or an entity that the public company controls, cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Mr Gillespie is a related party of the Company due to the fact that he is a Director. The issue of the Gillespie Incentive Shares constitutes a financial benefit as described in section 229 of the Corporations Act. Accordingly, the proposed allocation of Gillespie Incentive Shares to Mr Gillespie will constitute a financial benefit to a related party. It is the view of the other Directors that the exemption under section 211(1) of the Corporations Act (Remuneration and reimbursement for officer or employee) apply to the proposed allocation of the Gillespie Incentive Shares as they are part of the remuneration package for Mr Gillespie as Managing Director and are considered reasonable remuneration in the circumstances.

Accordingly, the Directors have determined that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required. Shareholder approval must nonetheless be obtained under Listing Rule 10.14.

Recommendation

The Directors (with Mr Gillespie abstaining) consider the allocation of the Gillespie Incentive Shares under the Employee Incentive Plan to Mr Gillespie to be appropriate and recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CHRISTOPHER MORRIS

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the longer of 3 years and the third Annual General Meeting following their appointment (other than the Managing Director).

Further, in accordance with clause 14.2 of the Company's Constitution, at every Annual General Meeting, one third of the Directors (other than the Managing Director) for the time being must retire from office and are eligible for re-election. Accordingly, Mr Christopher Morris retires by rotation and being eligible, offers himself for re-election.

Christopher Morris: Mr Morris was the founder of Computershare Limited and Chief Executive from 1990 to 2006. His extensive knowledge of the securities industry and its user requirements from both a national and international perspective coupled with his passion and long term strategic vision were instrumental in developing Computershare into a global company that is

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unique in its provision of a full range of solutions to meet the needs of listed companies and their stakeholders.

Mr Morris' experience includes owning investments in other small cap technology companies, being a former Director of other small cap technology companies and being a shareholder in several private companies.

Recommendation

The Directors (with Mr Morris abstaining) recommend the re-election of Mr Morris as a Director of the Company and that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR SIMON JONES

In accordance with Listing Rule 14.4 and clause 14.4 of the Constitution, a person appointed to fill a casual vacancy on the Board holds such office on until the next Annual General Meeting of the Company. Mr Simon Jones was appointed as a director with effect from 1 July 2026. Accordingly, Mr Simon Jones retires and being eligible, offers himself for re-election.

Simon Jones: Mr Jones' experience spans a large number of private and public enterprises. His skills focus on general strategic advice, mergers, acquisitions and divestments, transaction structuring, valuations and due diligence. He has advised across many industries but has particular knowledge and expertise in the media, professional services, information technology, healthcare and food and beverage sectors. He is a founding director of Canterbury Partners, Chairman of Farleigh Holdings Pty Ltd and the advisory board of MAB Ltd, and Lead Independent Director of the Trawalla Group. Simon has previously been Chairman of both Computershare Ltd and Melbourne IT Ltd. He is a qualified chartered accountant and has been advising local and multinational companies for more than 30 years. He was previously Managing Director of NM Rothschild & Sons (Australia) Melbourne operations and its national private equity business and Managing Partner of Arthur Andersen's Audit & Business Advisory practice in Australasia.

Recommendation

The Directors (with Mr Jones abstaining) recommend the re-election of Mr Jones as a Director of the Company and that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – INCREASE CAP ON NON-EXECUTIVE DIRECTORS' REMUNERATION

Listing Rule 10.17 and clause 14.8 of the Constitution, require shareholders to approve any increase in the total amount of Non-Executive Directors' remuneration that can be paid each year. The current limit of $500,000 was approved by the Company's shareholders at the 2019 AGM.

Resolution 5 seeks Shareholder approval to increase in the maximum fee pool that can be paid to Non-Executive Directors each year from $500,000 per annum to $700,000 per annum, an increase of $200,000 per annum.

Unlike the Company's executives, Non-Executive Directors are not granted equity, nor are they eligible to receive bonus payments. As a result, none of the Non-Executive Directors have acquired any securities under Listing Rule 10.11 or 10.14 in the past three years. Details of the Company's approach and the amount of remuneration paid to Non-Executive Directors is disclosed in the Remuneration Report contained within the Directors' Report, in Smart Parking Limited's 2026 Annual Report which is available at https://www.smartparking.com/investor-centre/investor-centre.

Non-Executive Directors are remunerated via Board and Committee fees which are reviewed annually. The Board and Committee fees are inclusive of statutory superannuation and reflect the time commitment and responsibilities involved, taking into account market rates and market

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trends. Non-Executive Directors do not receive payments on their retirement from office other than payments accruing from superannuation contributions comprising part of their remuneration.

In determining the proposed increase in aggregate fees to Non-Executive Directors, the following matters were considered:

- to allow flexibility for market increases in the future and the capacity to appoint other Non-Executive Directors as required; and
- to allow for adequate succession planning of Non-Executive Directors and to ensure the Company maintains the ability to remunerate, attract and retain Non-Executive Directors of high calibre.

Approval of Resolution 5 does not mean that the full amount of the increased fee pool will be paid to Non-Executive Directors in any financial year. The Board will continue to determine the actual remuneration payable to Non-Executive Directors from time to time within the approved limit, having regard to market conditions, the responsibilities of Non-Executive Directors and other relevant factors.

If Resolution 5 is approved, the Company's Non-Executive Director fee pool will increase to $700,000 and will provide the Board with flexibility to manage Non-Executive Director remuneration.

If Resolution 5 is not approved, the current maximum aggregate remuneration limit of $500,000 per annum will remain in place, which may limit the Company's flexibility to appoint additional Non-Executive Directors or increase Non-Executive Director remuneration in the future.

Recommendation

Given the interest in this matter of each Non-Executive Director, the Board as a whole makes no recommendation on Resolution 5.

7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

7.1 General

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its Annual General Meeting to allow it to issue additional Equity Securities up to 10% of its issued capital (**10% Placement Capacity**) beyond that allowed under Listing Rule 7.1.

The Company may be an Eligible Entity, subject to meeting the eligibility criteria as at the date of the Meeting, as described below.

If Shareholders approve this Resolution 6, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out in section 7.2 below).

The effect of this Resolution 6 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the date of this Meeting, without subsequent Shareholder approval and in addition to the Company's 15% annual placement capacity available under Listing Rule 7.1.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

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7.2 **Listing Rule 7.1A**

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its Annual General Meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity under Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

As at the date of this Notice, the Company is not included in the S&P/ASX 300 Index and has a market capitalisation of $287,879,284 based on a share price of $0.685 as at 5 October 2026. The Company will only be an Eligible Entity for the purposes of Listing Rule 7.1A if, as at the date of the Meeting, its market capitalisation is $300,000,000 or less. If the Company does not meet this threshold at the date of the Meeting, this Resolution will not be put to a vote (or, if put to a vote, will have no effect).

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of Equity Securities on issue, being the Shares (ASX Code: SPZ).

The exact number of Equity Securities that the Company may issue under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

a. plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

b. plus the number of Shares issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

i. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

ii. the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

c. plus the number of Shares issued in the previous 12 months under an agreement to issue securities within Listing Rule 7.3 exception 16 where:

i. the agreement was entered into before the commencement of the previous 12 month period; or

ii. the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or rule 7.4;

d. plus the number of partly paid ordinary shares that became fully paid in the previous 12 months;

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e. plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and

f. less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under Listing Rule 7.4.

7.3 **Technical information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) **Minimum Price**

The minimum price (being a cash only price) at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

(i) 12 months after the date of this Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

after which date, an approval under Listing Rule 7.1A ceases to be valid.

(**10% Placement Capacity Period**).

Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds $300 million or of it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of this Meeting.

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(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Shares under the issue.

If this Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)	**Dilution**			
	Issue Price (per Share)	**$0.3425 (50% decrease in Issue Price)**	**$0.685 (Issue Price)**	**$1.0275 (50% increase in Issue Price)**
420,261,729 (Current Variable A)	**Shares issued - 10% voting dilution**	42,026,173 Shares	42,026,173 Shares	42,026,173 Shares
	Funds raised	$14,393,964	$28,787,929	$43,181,893
630,392,594 (50% increase in Variable A)	**Shares issued - 10% voting dilution**	63,039,259 Shares	63,039,259 Shares	63,039,259 Shares
	Funds raised	$21,590,946	$43,181,892	$64,772,839
840,523,458 (100% increase in Variable A)	**Shares issued - 10% voting dilution**	84,052,346 Shares	84,052,346 Shares	84,052,346 Shares
	Funds raised	$28,787,929	$57,575,857	$86,363,786

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 420,261,729 Shares on issue as at 5 October 2026.
2. The issue price set out above is the closing price of the Shares on the ASX on 5 October 2026.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.

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5. The Company has an on-market buyback underway. The figures above do not reflect any Shares that may be bought back and cancelled prior to the date of issue. If bought-back shares are cancelled, the number of Shares on issue (Variable A) will be lower than shown above.
6. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
7. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
9. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with an acquisition), continued expenditure on the Company's current assets and general working capital.

The cash issue price will comply with the minimum issue price noted in paragraph 7.3(a) above.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company without further specific shareholder approval.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

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(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its Annual General Meeting held on 15 November 2024 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

(g) **Compliance with Listing Rules 7.1A.4**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will:

(i) state in its ASX announcement of the proposed issue under Listing Rule 3.10.3 or in its application of the Equity Securities under Listing Rule 2.7 that the Equity Securities are being issued under Listing Rule 7.1A; and

(ii) give to the ASX a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market) immediately after the Equity Securities are issued, in accordance with Listing Rule 7.1A.4(b).

(h) **Impact if Resolution doesn't receive Approval**

If Resolution 6 is not approved it may restrict the ability of the Company to execute its strategy.

7.4 **Voting Exclusion**

As at the date of this Notice, the Company has no proposal for an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

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Glossary

$ means Australian dollars.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASX means ASX Limited.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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

(a) a spouse or child of the member;

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

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

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

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Smart Parking Ltd (ACN 119 327 169).

Constitution means the Company's constitution as amended from time to time.

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

Directors means the current directors of the Company.

Eligible Employee has the meaning given to it in the Employee Incentive Plan.

Employee Incentive Plan means the employee incentive scheme titled "*Smart Parking Limited Employee Incentive Plan*".

Equity Securities includes a Share, a right to a Share or option, an option, a convertible security and any security that ASX decides to classify as an Equity Security.

Excluded Persons means the Key Management Personnel and their Closely Related Parties.

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 authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the ASX Listing Rules.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Plan Committee has the meaning given to it in the Employee Incentive Plan.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2026.

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

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

Shareholder means a holder of a Share.

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SCHEDULE 1: SUMMARY OF EMPLOYEE INCENTIVE PLAN (PLAN)

Capitalised terms that are not defined have the meaning given to them in the Plan.

Eligibility	Participation is open to individuals who qualify as "Eligible Employees," being either Employees as defined in section 1100L(1) of the Corporations Act or other persons determined by the Plan Committee to be eligible to receive an Offer under the Plan. Eligibility is subject to the individual being employed or engaged by a Group Member at the time of accepting an Offer, and Offers cannot be accepted by individuals who have resigned or been given notice of termination. Directors may only participate in the Plan if shareholder approval is obtained in accordance with the Listing Rules and the Corporations Act. The Plan Committee retains discretion to determine eligibility and may withdraw Offers prior to acceptance. The Plan may also be adjusted for foreign participants to ensure compliance with local laws.
Plan Trustee	The Plan may be administered with or without a Trustee. Where a Trustee is appointed, Plan Shares may be held on trust for Participants in accordance with the Trust Deed and instructions from the Plan Committee.
Operation of Plan	The Plan is administered by the Plan Committee, which may delegate its powers. The Plan operates in accordance with the Rules, which bind all Group Members and Participants. Offers are made at the discretion of the Plan Committee and must specify the number of Rights, Vesting Conditions, Vesting Period, and any Transfer Conditions. Acceptance of an Offer constitutes agreement to be bound by the Rules.
Performance Hurdles	Vesting Conditions (which may include performance hurdles) are determined by the Plan Committee and specified in the Offer. The Plan Committee may waive or deem satisfaction of Vesting Conditions at its discretion.
Lapse of Rights	Unvested Rights lapse upon the earliest of: failure to satisfy Vesting Conditions, expiry of the Vesting Period, termination of employment (subject to Good/Bad Leaver provisions), or other specified events. Lapsed Rights are forfeited without compensation.
Plan Limit	The Company must not make an Offer of Plan Securities if doing so would breach the issue cap prescribed under section 1100V of the Corporations Act. No Plan Securities may be issued or transferred to a Participant if, as a result of such issuance or transfer, the Participant would: • hold a legal or beneficial interest in more than 10% of the Company's issued Shares; or • be in a position to cast, or control the casting of, more than 10% of the maximum number of votes that could be cast at a general meeting of the Company. The Plan Committee is responsible for ensuring that all Offers and issuances under the Plan comply with these limits. Offers

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	must be assessed against the cumulative issuance history and the current shareholding structure to ensure compliance prior to grant.
Restrictions on Dealings	Rights are non-transferable except in limited circumstances (e.g. legal incapacity). Plan Shares may not be dealt with unless Transfer Conditions are satisfied and a Withdrawal Notice is approved. Hedging of Rights or Plan Shares is prohibited.
Rights Attaching to Plan Shares	Plan Shares rank equally with other Shares from the Issue Date, including for dividends and voting rights. A Holding Lock may apply until Transfer Conditions are satisfied. On-sale of Plan Shares may be restricted under the Corporations Act for 12 months post-issue.
Change of Control	If a Change of Control is likely, the Board may issue a Change of Control Notice. The Plan Committee may waive Vesting Conditions, buy back or cancel Rights for Market Value, or require Rights to be dealt with as part of the transaction. If the Change of Control does not occur, Rights revert to their original terms.

Good Leaver and Bad Leaver	Upon cessation of Employment, the Company must notify the Participant whether they are classified as a Good Leaver or Bad Leaver. This determination must be made as soon as practicable and, in any event, within 180 days of cessation. This requirement does not apply to Participants under a Small Offer.
	
	Good Leaver
	A Participant is a Good Leaver unless they meet the criteria for a Bad Leaver.
	The treatment of Rights and Plan Shares for a Good Leaver is as follows:
	• Unvested Rights:
	  • Automatically lapse unless the Good Leaver status arises due to:
	  • Death: All Unvested Rights automatically vest and convert to Plan Shares.
	  • Bona fide retirement or redundancy (as determined by the Plan Committee): Unvested Rights vest on a pro-rata basis and convert to Plan Shares.
	• Vested Rights: Remain on foot and continue to be held subject to the Plan Rules and the Offer.
	• Plan Shares: Continue to be held under the Plan until a Withdrawal Notice is submitted and approved.
	• Small Offer Exception: For Participants under a Small Offer, all Unvested Rights automatically lapse upon becoming a Good Leaver
	Bad Leaver
	A Participant is a Bad Leaver if:
	• They resign from Employment;
	• They are dismissed or removed for cause (or equivalent under applicable law);

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	• They commit fraud, defalcation, serious misconduct, or gross dereliction of duty The consequences for a Bad Leaver are: • Unvested Rights: Automatically lapse on the date the Participant is notified of their Bad Leaver status (or the date they become a Bad Leaver under a Small Offer). • Plan Shares: Remain on foot until a Withdrawal Notice is submitted and approved, subject to any clawback or malus provisions.
Clawback and Malus	The Plan Committee is empowered to retrospectively adjust or cancel a Participant's entitlements to Rights or Plan Shares in circumstances where retention of such benefits would be inappropriate or an unfair benefit is derived by the Participant. These provisions may be triggered if a Participant engages in fraud, dishonesty, serious misconduct, gross negligence, breaches employment obligations or Group policies, or causes reputational harm to the Group. They also apply where a Participant was incorrectly classified as a Good Leaver but it is later discovered to be a Bad Leaver, or where a material misstatement or omission in financial statements or Vesting Condition assessments results, in the opinion of the Plan Committee, a Right being issued or Vested (as applicable) where it should not have but for that misstatement or omission. Upon determining that clawback or malus is warranted, the Plan Committee may reduce or cancel Rights, impose new conditions, apply Transfer Conditions to Plan Shares, or require repayment of the value of Rights or proceeds from the sale of Plan Shares. These powers are discretionary and must be exercised in good faith and in accordance with applicable laws.
Termination	The Plan continues until terminated by the Plan Committee. Suspension or termination does not affect accrued rights. Grants may be cancelled by agreement between the Company and the Participant.

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Smart Parking Limited
ABN 45 119 327 169

SPZ

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

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Wednesday, 11 November 2026.**

Proxy Form

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How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form: XX

Online:

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

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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

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

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

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

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

I 9999999999 I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Smart Parking 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 Smart Parking Limited to be held as a virtual meeting on Friday, 13 November 2026 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 2 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 2 and 5 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 Resolutions 1, 2 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Allocation of equity to Managing Director under Employee Incentive Plan	☐	☐	☐
Resolution 3	Re-election of director – Mr Christopher Morris	☐	☐	☐
Resolution 4	Re-election of director – Mr Simon Jones	☐	☐	☐
Resolution 5	Increase cap on aggregate Non-Executive Directors' remuneration	☐	☐	☐
Resolution 6	Approval of 10% Placement Capacity	☐	☐	☐

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

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