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Notice of Annual General Meeting and Explanatory Memorandum

Gale Pacific Limited

ACN 082 263 778

Date:	Wednesday 11 November 2026
Time:	11.30 am (AEDT)
Format:	In person, with a live audio webcast for viewing only
Place:	The Westin Melbourne 205 Collins Street, Melbourne Victoria 3000 Meeting room: Westin IV
Webcast:	Shareholders who are unable to attend in person may view the meeting via webcast by registering at https://loghic.eventsair.com/659117/263985/Site/Register. Once registered, you will receive an email with a link to join the webcast. Shareholders watching the webcast will **not** be able to vote or ask questions through it. If you will not attend in person, please lodge your Proxy Form by **11.30 am (AEDT) on Monday 9 November 2026**.

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor or other professional adviser.

NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTICE is given that the 2026 Annual General Meeting (**AGM** or **Meeting**) of Gale Pacific Limited ACN 082 263 778 (**Company**) will be held on **Wednesday 11 November 2026 at 11.30 am (AEDT)** in the Westin IV room, The Westin Melbourne, 205 Collins Street, Melbourne VIC 3000.

The Meeting will also be webcast live (audio with synchronised slides). Shareholders may view the meeting via webcast by registering at https://loghic.eventsair.com/659117/263985/Site/Register. Once registered, you will receive an email with a link to join the webcast. The webcast is a viewing facility only. Shareholders who watch the webcast will not be able to vote or ask questions through it and are encouraged to lodge a Proxy Form and to submit any questions in advance. Further details are set out in the Important Information section of this Notice.

BUSINESS

Shareholders are invited to consider the following items of business at the Meeting:

1. FINANCIAL AND RELATED REPORTS

Agenda Item	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities, and the related Directors' Report and Auditor's Report, for the financial year ended 30 June 2026. There is no requirement for shareholders to vote on this item of business.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2026 Annual Report and is available from the Company's website (www.galepacific.com). In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: *"**THAT** the Remuneration Report for the financial year ended 30 June 2026, as set out in the Directors' Report contained in the Company's 2026 Annual Report, be adopted."*
Voting Exclusion	The Company will disregard any votes cast on this Resolution: (a) by or on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report for the year ended 30 June 2026, or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a person who is a member of the KMP at the date of the Meeting, or a Closely Related Party of such a member, unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution:

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Resolution 1	Adoption of Remuneration Report (non-binding resolution)
	(c) in accordance with the directions on the Proxy Form specifying how the proxy is to vote on this Resolution; or (d) by the Chair pursuant to an express authorisation on the Proxy Form to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Tom Stianos as a Director
Description	Tom Stianos was appointed as a Director of the Company on 17 October 2017 and was last re-elected by shareholders at the Company's 2023 Annual General Meeting. Mr Stianos retires in accordance with clause 48(a) of the Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: *"**THAT** Tom Stianos, who retires in accordance with clause 48(a) of the Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*
Voting Exclusion	There is no voting exclusion for Resolution 2.

Dated: 13 October 2026

By order of the Board of Gale Pacific Limited

Sophie Karzis
Company Secretary

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IMPORTANT INFORMATION FOR SHAREHOLDERS

MEETING FORMAT

The Board has resolved to hold the Meeting at a physical venue in accordance with clause 29(a)(i) of the Constitution. The Meeting will be held in person at the venue set out in this Notice. Shareholders, proxies, attorneys and corporate representatives who wish to vote at the Meeting, or to ask questions or make comments during the Meeting, must attend in person.

Registration will open at 10.45 am (AEDT) on the day of the Meeting. To assist with registration, please bring your Proxy Form or holding statement showing your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

WATCHING THE WEBCAST

The Meeting will be webcast live (audio with synchronised slides). Shareholders wishing to view the webcast will need to register in advance via the following link https://loghic.eventsair.com/659117/263985/Site/Register.

The webcast is a viewing facility only and is not virtual meeting technology through which shareholders may participate in the Meeting. A person who watches the webcast:

(a) is not present at the Meeting and will not be counted towards the quorum;

(b) will not be able to vote on any Resolution through the webcast; and

(c) will not be able to ask questions or make comments during the Meeting through the webcast.

If you intend to watch the webcast rather than attend in person, you are encouraged to lodge a directed Proxy Form by the proxy deadline and to submit any written questions in advance, as explained below.

If technical difficulties affect the webcast, the Meeting will continue and the validity of the Meeting and the business conducted at it will not be affected. A recording of the Meeting will be made available via the webcast link after the Meeting. Persons attending in person should be aware that the Meeting will be webcast and recorded, and that their voice may be captured, for example if they ask a question.

QUESTIONS FROM SHAREHOLDERS

Shareholders attending the Meeting in person will be given a reasonable opportunity to ask questions about, or make comments on, the management of the Company and the Remuneration Report. Shareholders will also be given a reasonable opportunity to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in preparing the financial statements, and the independence of the auditor in relation to the conduct of the audit.

To provide an equal opportunity for all shareholders – including those who will be watching the webcast – to have their questions considered, shareholders may submit written questions in advance to the Company or to the Company's auditor, Ernst & Young, by sending them to:

The Company Secretary, Gale Pacific Limited
T: +61 (0) 409 540 827
E: sk@legalc.com.au

Written questions must be received by no later than **5.00 pm (AEDT) on Wednesday 4 November 2026**. Questions should relate to matters relevant to the business of the Meeting. Written questions to the auditor must be received by the fifth business day before the Meeting in accordance with section 250PA of the Corporations Act.

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

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VOTING ENTITLEMENT

The Board has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the Shares on issue at **7.00 pm (AEDT) on Monday 9 November 2026** will be taken to be held by the persons who held them at that time for the purposes of the Meeting (including determining voting entitlements at the Meeting).

VOTING BY POLL

In accordance with section 250JA of the Corporations Act, each Resolution considered at the Meeting will be decided on a poll.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above.

CORPORATE REPRESENTATIVES

A body corporate that is a shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting in accordance with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed, unless it has previously been given to the Company's share registry. An "Appointment of Corporate Representative" form may be obtained from Computershare at www.investorcentre.com/au.

VOTING BY PROXY

(a) A shareholder entitled to attend and vote at the Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the Meeting, two proxies, to attend and vote instead of the shareholder.

(b) Where two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the shareholder's votes. If no proportion or number is specified, each proxy may exercise half of the votes.

(c) A proxy need not be a shareholder of the Company.

(d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.

(e) A Proxy Form accompanies this Notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the Proxy Form. For a proxy appointment to be valid, the Proxy Form (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of that authority) must be received by **11.30 am (AEDT) on Monday 9 November 2026**:

   (i) online at www.investorvote.com.au, or by scanning the QR code on your personalised Proxy Form with your mobile device;

   (ii) by post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001;

   (iii) by hand delivery to Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067;

   (iv) by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

   (v) for Intermediary Online subscribers (custodians) only, online at www.intermediaryonline.com.

PROXY VOTING BY THE CHAIR

The Corporations Act restricts members of the KMP and their Closely Related Parties from voting their Shares, and from voting undirected proxies, on resolutions connected directly or indirectly with the remuneration of a member of the KMP. Resolution 1 is such a resolution.

However, the Chair may vote an undirected proxy on Resolution 1 if the shareholder has given the Chair an express authorisation on the Proxy Form to do so. If you appoint the Chair as your proxy (or

the Chair becomes your proxy by default) and you do not mark a box to direct the Chair how to vote on Resolution 1, then by completing and returning the Proxy Form you will be expressly authorising the Chair to exercise your proxy on Resolution 1, even though it is connected directly or indirectly with the remuneration of a member of the KMP. If you wish to appoint the Chair as your proxy and direct the Chair how to vote, please mark the appropriate boxes on the Proxy Form.

The Chair intends to vote all available undirected proxies in favour of each Resolution. In exceptional circumstances the Chair may change their voting intention on any Resolution, in which case an ASX announcement will be made.

If you appoint as your proxy a Director (other than the Chair) or any other member of the KMP, or any of their Closely Related Parties, and you do not direct your proxy how to vote on Resolution 1, your proxy will not vote on your behalf on Resolution 1.

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EXPLANATORY MEMORANDUM
TO NOTICE OF 2026 ANNUAL GENERAL MEETING

This Explanatory Memorandum has been prepared to provide shareholders with information about the business to be considered at the Meeting. It forms part of, and should be read together with, the Notice. Capitalised terms used in this Notice are defined in the Definitions section.

1. FINANCIAL AND RELATED REPORTS

Item	Financial and Related Reports
Explanation	Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2026 to be laid before the Meeting. There is no requirement for a formal resolution on this item. The Financial Report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities. The Company's 2026 Annual Report was released to ASX on 26 August 2026. As permitted by the Corporations Act, a printed copy of the 2026 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2026 Annual Report is available from the Company's website (www.galepacific.com). The Chair will allow a reasonable opportunity at the Meeting for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's auditor, Ernst & Young, questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in preparing the financial statements, and the independence of Ernst & Young in relation to the conduct of the audit.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted to be put to the vote at the Company's annual general meeting. The Remuneration Report is set out in the Company's 2026 Annual Report and is available from the Company's website (www.galepacific.com). The Remuneration Report: (a) 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; (b) sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and (c) explains the differences between the basis for remunerating non-executive Directors and senior executives, including the Chief Executive Officer. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take into account the discussion

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Resolution 1	Adoption of Remuneration Report (non-binding resolution)
	on this Resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company. Under the Corporations Act, if 25% or more of the votes cast on the resolution to adopt the remuneration report are against its adoption at two consecutive annual general meetings, shareholders must vote at the second of those meetings on a resolution (**Spill Resolution**) as to whether another meeting should be held, within 90 days, at which all Directors (other than the managing director) who were in office when the Directors' Report for that year was approved must stand for re-election. At the Company's 2025 Annual General Meeting, 4.07% of the votes cast on the resolution to adopt the 2025 Remuneration Report were against its adoption. As this is less than 25%, no "strike" was recorded and no Spill Resolution is required at this Meeting.
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair intends to vote all available undirected proxies in favour of Resolution 1.

3. RE-ELECTION OF DIRECTOR

Resolution 2	Re-election of Tom Stianos as a Director
Explanation	ASX Listing Rule 14.4 provides that a director of a listed entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. ASX Listing Rule 14.5 also requires a listed entity to hold an election of directors at each annual general meeting. Consistent with this, clause 48(a) of the Constitution provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. A Director who retires under clause 48(a) holds office until the end of the meeting at which the Director retires and is eligible for re-election (clause 48(c)). Mr Stianos was last re-elected at the Company's 2023 Annual General Meeting held on 19 October 2023. Accordingly, Mr Stianos retires at this Meeting and, being eligible, offers himself for re-election as a Director.
About Tom Stianos	Tom Stianos (B.App.Sc., FAICD) has extensive experience as a non-executive director of listed companies, and many years' experience as a chief executive. Tom is currently a Non-Executive Director of Escient Pty Ltd. Tom was previously Chairman of Empired Limited, a non-executive director of Inabox Group, CEO of SMS Management & Technology, and a Director of the Australian Information Industry Association.

Resolution 2	Re-election of Tom Stianos as a Director
	Tom is the Chair of the Company's Remuneration & Nomination Committee and a member of the Audit and Risk Committee. The Board (with Mr Stianos abstaining) considers Mr Stianos to be an independent Director. Mr Stianos holds 600,000 Shares in the Company.
Board Recommendation	The Board (with Mr Stianos abstaining) recommends that shareholders vote in favour of Resolution 2.
Chair's available proxies	The Chair intends to vote all available proxies in favour of Resolution 2.

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DEFINITIONS

AEDT	means Australian Eastern Daylight Time.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.
Board	means the Company's board of Directors.
Chair	means the chair of the Meeting.
Closely Related Party	has the meaning given in section 9 of the Corporations Act and, in relation to a member of the KMP, means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependant of the member or of 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 dealings with the entity; (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition.
Company	means Gale Pacific Limited ACN 082 263 778.
Constitution	means the constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum accompanying and forming part of this Notice.
Key Management Personnel or **KMP**	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company and its controlled entities, directly or indirectly, including any Director (whether executive or otherwise).
Meeting	means the annual general meeting of the Company for 2026 to which this Notice relates.
Notice	means this notice of meeting, including the Explanatory Memorandum.
Proxy Form	means the proxy form accompanying this Notice.
Remuneration Report	means the remuneration report for the financial year ended 30 June 2026, set out in the Directors' Report contained in the Annual Report.
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.

– ENDS –

Gale Pacific Limited
ABN 80 082 263 778

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 **11:30am (AEDT) on Monday, 9 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:

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: 139294

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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Gale Pacific 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 Gale Pacific Limited to be held in the Westin IV room, The Westin Melbourne, 205 Collins Street, Melbourne VIC 3000 with a live audio webcast for viewing only on Wednesday, 11 November 2026 at 11:30am (AEDT) and at any adjournment or postponement of that meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 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 (non-binding resolution)	☐	☐	☐
Resolution 2	Re-election of Tom Stianos as a Director	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

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

Mobile Number	Email Address

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