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Teaminvest Private Group Limited

ACN 629 045 736

Notice of 2026 Annual General Meeting

Explanatory notes

Proxy form

Time:	10:00am (Sydney time)
Date:	Friday, 20 November 2026
Place:	Suite G01, 23 Ryde Road, Pymble NSW 2073

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Details of the Meeting

The 2026 Annual General Meeting (**Meeting**) will be held at 10:00am (Sydney time) on Friday, 20 November 2026 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

Important voting information

The business of the Meeting affects your shareholding and your vote is important. 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 (Sydney time) on Wednesday, 18 November 2026. You may either vote by proxy or by attending the meeting in person.

Voting by proxy

To vote by proxy, either:

1. complete and sign the enclosed proxy form and deliver the proxy form:
   (a) by post to:

   Teaminvest Private Group Limited
   C/- Computershare Investors Services Pty Ltd
   GPO Box 242, Melbourne VIC 3001; or

   (b) by facsimile to:

   1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
2. visit https://www.investorvote.com.au/Login:
   - to login you will need your Control Number, Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of your proxy form) and postcode; and
   - select the Voting tab and then follow the prompts.

You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

If you wish to appoint a proxy to vote for you at the Meeting, your proxy form must be received not later than 48 hours before the commencement of the Meeting. Proxy forms received later than this time will be invalid.

There may be restrictions on how your proxy can vote on certain resolutions to be considered at the Meeting. Further details of when these restrictions apply, and what you can do to ensure that your proxy can vote as you intend, are set out in the section of this document headed Voting Exclusions.

The Chair intends to vote all proxies given to the Chair in favour of the resolutions in Items 2 to 8.

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Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Teaminvest Private Group Limited ACN 629 045 736 will be held at 10:00am (Sydney time) on Friday, 20 November 2026 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

Explanatory Notes

The explanatory notes to this notice of meeting provide additional information on matters to be considered at the Meeting. The explanatory notes form part of this notice. Some terms and abbreviations used in this notice of meeting and the explanatory notes are defined at the end of the explanatory notes in the section headed Glossary.

Items of business

1. Financial report, directors' report and auditor's report

To receive and to consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2026.

Note: this item of business is for discussion only and is not a resolution. However, Shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

2. Adoption of remuneration report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company's remuneration report for the year ended 30 June 2026 be adopted."

A voting exclusion applies to this resolution – see Voting Exclusions below.

3. Re-election of Malcolm Jones as Director

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

"That Malcolm Jones, a Director who retires by rotation in accordance with rule 4.7(b) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Non-executive Director of the Company."

4. Approval of Malcolm Jones' participation in the non-executive director equity plan

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

"That, for the purposes of exception 8 of ASX Listing Rule 10.12, ASX Listing Rule 10.14 and all other purposes, approval is given for the Company to grant NED Rights and Shares on vesting of the NED Rights to Malcolm Jones under the NED Plan on the terms and conditions as set out in the explanatory notes which accompany and form part of this notice of meeting."

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

5. Approval of Howard Coleman's participation in the non-executive director equity plan

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

"That, for the purposes of exception 8 of ASX Listing Rule 10.12, ASX Listing Rule 10.14 and all other purposes, approval is given for the Company to grant NED Rights and Shares on vesting of the NED Rights to Howard Coleman under the NED Plan on the terms and conditions as set out in the explanatory notes which accompany and form part of this notice of meeting."

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

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6. Approval of Ian Kadish's participation in the non-executive director equity plan

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

"That, for the purposes of exception 8 of ASX Listing Rule 10.12, ASX Listing Rule 10.14 and all other purposes, approval is given for the Company to grant NED Rights and Shares on vesting of the NED Rights to Ian Kadish under the NED Plan on the terms and conditions as set out in the explanatory notes which accompany and form part of this notice of meeting."

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

7. Approval of Regan Passlow participation in the non-executive director equity plan

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

"That, for the purposes of exception 8 of ASX Listing Rule 10.12, ASX Listing Rule 10.14 and all other purposes, approval is given for the Company to grant NED Rights and Shares on vesting of the NED Rights to Regan Passlow under the NED Plan on the terms and conditions as set out in the explanatory notes which accompany and form part of this notice of meeting."

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

8. Change of Company name

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

"That, for the purposes of section 157(1) and 136(2) of the Corporations Act and for all other purposes, the name of the Company be changed to "Teaminvest Group Limited" and the Company's Constitution be modified by replacing all references to "Teaminvest Private Group Limited" with "Teaminvest Group Limited", with effect from the date on which ASIC alters the details of the Company's registration."

Dated: 14 October 2026
By order of the Board

Anand Sundaraj
Company Secretary

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Voting exclusions

Item 2 – Adoption of remuneration report

In accordance with the Corporations Act, votes on Item 2 may not be cast in any capacity by or on behalf of a member of the Company's key management personnel (**KMP**) whose remuneration details are included in the remuneration report for the year ended 30 June 2026 or any of that person's Closely Related Parties (as defined in the Glossary) unless:

- the vote is cast by such a person as a proxy for a person who is entitled to vote on Item 2 and in accordance with a direction on the proxy form specifying the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair as a proxy for a person who is entitled to vote on Item 2 and the proxy form expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chair to exercise the proxy even though the resolution is connected with the remuneration of members of the KMP.

Items 4 to 7 – Approval of participation in the non-executive director equity plan

The Company will disregard any votes cast in favour of Items 4 to 7 by or on behalf of:

- a Non-executive Director (or their nominee);
- a person referred to in Listing Rule 10.14 who is eligible to participate in the NED Plan; or
- an Associate of those persons.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the Chair 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
- it is cast by a person acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
    - the beneficiary provides written confirmation to the person that the beneficiary is not excluded from voting on Items 4 to 7 and is not an Associate of a person excluded from voting on Items 4 to 7; and
    - it is cast in accordance with a direction given by the beneficiary to the person.

If you intend to appoint one of the Directors as your proxy, please ensure that you direct them how to vote on Items 4 to 7. If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Items 4 to 7, you will be expressly authorising the Chair to exercise the proxy even though the resolution is connected with the issue of securities to Directors.

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Explanatory notes

These explanatory notes have been prepared for Shareholders in connection with the business to be conducted at the Annual General Meeting (**Meeting**) to be held at 10:00am (Sydney time) on Friday, 20 November 2026 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

These notes provide information which the Directors believe to be material to Shareholders in deciding how to vote on the resolutions to be put to the Meeting.

If you are in any doubt about what to do in relation to this document or about how to vote on the resolutions to be put to the Meeting, you should seek advice from an accountant, solicitor or other professional advisor.

1 Item 1 – Financial report, directors' report and auditor's report

As required by the Corporations Act, 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 director's report, the remuneration report and the auditor's report. These reports are all included in the Company's Annual Report, which was lodged with the ASX on 28 August 2026.

The Company is no longer required to send a copy of the Annual Report to Shareholders unless Shareholders specifically elect to receive a copy. A copy of the Company's Annual Report is available from the Company's website at https://www.tipgroup.com.au/investor-centre.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports. In addition, the Company's auditor, Ryan Pollett of BDO Audit Pty Ltd, will be present at the Meeting and Shareholders will have an opportunity to ask questions of the auditor in relation to the conduct of the audit and the content of the financial report and auditor's report.

2 Item 2 – Adoption of remuneration report

Section 250R of the Corporations Act requires a listed company to put a resolution to Shareholders to adopt its remuneration report for the relevant financial year. The Company's remuneration report for the financial year ended 30 June 2026 can be found at pages 11 to 16 of the Company's Annual Report.

The remuneration report explains the Board's policies in relation to the nature and level of remuneration paid to the Company's KMP (including the Company's chief executive officer (**CEO**) and other senior executives, as well as the Company's non-executive directors (**Non-executive Directors**)).

The vote on the remuneration report is advisory only and does not bind the Directors or the Company. However, under the Corporations Act:

- if at least 25% of the votes cast at any AGM on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, the Company's next remuneration report must explain the Board's proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year, at least 25% of the votes cast on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, a resolution must be put to the Shareholders that another meeting be held within 90 days at which all the Directors who were directors when the resolution to approve the Directors' report for that year was passed, excluding any managing director, would need to stand for re-election.

Board recommendation

The Board recommends that Shareholders vote **in favour** of this Item.

3 Item 3 – Re-election of Malcolm Jones as Director

Malcolm Jones was last elected as a Director of the Company on 27 October 2023. Mr Jones will retire and stand for re-election at this AGM pursuant to rule 4.7(b) of the Company's Constitution.

Mr Jones has experience in managing large organisations. He has held positions as a member of the Group Management Board of Zurich Financial Services in Switzerland, CEO of Zurich Financial Services Asia Pacific, CEO of Zurich Financial Services Australia Ltd, CEO of NRMA Ltd & NRMA

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Insurance Ltd and CEO of State Government Insurance commission of South Australia. Prior to these executive roles, Mr Jones was a Partner at Ernst & Young where he had worked for 18 years.

Mr Jones has served as the Chairman of the Board of TIP since 13 December 2019.

The Board considers Mr Jones to be an Independent Director.

Board recommendation

The Board recommends that Shareholders vote **in favour** of this Item.

4 Background to Items 4, 5, 6 and 7 – Non-executive Directors' Equity Plan

General

In 2023, the Company adopted a Non-executive Director Equity Plan (**NED Plan**) under which each Non-executive Director may elect to take up to 50% of their director fees for a financial year (**NED Fees**) in share rights being rights which, upon vesting, can be converted into Shares either by issue or on-market purchase (**NED Rights**). A copy of the NED Plan is attached as Annexure B to the notice of meeting for the the Company's 2023 annual general meeting on 27 November 2023 (**2023 AGM**) (https://asx.api.cmfyapp.com/asx-research/1.0/file/2924-02717592-2A1476725&v=undefined). The NED Plan allows Non-executive Directors to continue to acquire Shares in the Company on a pre-tax fee basis.

At the 2023 AGM, Shareholders approved the following Non-executive Directors to participate in, and receive Ned Rights and Shares on vesting of the NED Rights under, the NED Plan:

(a) Malcolm Jones;

(b) Howard Coleman;

(c) Ian Kadish; and

(d) Regan Passlow.

Resolutions 4, 5, 6 and 7 seek Shareholder approval for the abovementioned Non-executive Directors to continue to participate in the NED Plan for the financial years ending 30 June 2026 (**FY26**), 30 June 2027 (**FY27**) and 30 June 2028 (**FY28**).

Why is shareholder approval being sought?

ASX Listing Rules 10.11 and 10.12

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, unless an exception in ASX Listing Rule 10.12 applies.

The Company considers that both exceptions 8 and 9 of the Listing Rule 10.12 will apply or otherwise be available in respect of the NED Plan and for all the current Non-executive Directors should Resolutions 4, 5, 6 and 7 be passed.

In accordance with exception 8 of Listing Rule 10.12, shareholder approval under Listing Rule 10.11 is not required where:

(a) the issue of securities is under an employee incentive scheme; and

(b) the issue is made, or taken to be made, with shareholder approval under Listing Rule 10.14.

In accordance with exception 9 of Listing Rule 10.12, shareholder approval under Listing Rule 10.11 is not required where the issue of securities:

(a) is an issue of options or other rights to acquire equity securities;

(b) the issue in paragraph (a) is under an employee incentive scheme; and

(c) the underlying equity securities (i.e the shares) will be acquired by an on-market purchase only.

Whilst the Non-executive Directors could participate in the EIP, the Company considers that the NED Plan should operate independently to the EIP and so shareholders are being asked to specifically approve the issue of the NED Rights and Shares on vesting of the NED Rights to the Non-executive Directors under the NED Plan.

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ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval before providing shares (including share rights) to a director under an employee incentive scheme. Under exception 9 of ASX Listing Rule 10.12, Shareholder approval is not required under Listing Rule 10.14 if the Shares to be allocated on vesting of the NED Rights are to be purchased on-market by the company, rather than being issued.

The Board wishes to retain flexibility to issue or purchase on-market the Shares that will be used to satisfy the vesting of NED Rights to Non-executive Directors under the NED Plan.

The Resolutions in Items 4, 5, 6 and 7 seek shareholder approval under Listing Rule 10.14 for each of the current Non-executive Directors. If all of the resolutions in Items 4, 5, 6 and 7 are passed and Shareholder approval is obtained for all of the current Non-executive Directors, the Company may issue new Shares to satisfy the vesting of NED Rights issued to the Non-executive Directors, appointed as at the date of the Meeting, under the NED Plan. For the avoidance of doubt, if a new Non-executive Director is appointed after the date of the Meeting, the Company will be required to seek a new and separate shareholder approval under Listing Rule 10.14.

If any of the resolutions in Items 4, 5, 6 and 7 are not passed and Shareholder approval is not obtained, then, for each Non-executive Director who has not received Shareholder approval, the Company will purchase Shares on-market to satisfy the vesting of the NED Rights to the applicable Non-executive Directors under the NED Plan.

How does the NED Plan operate?

Non-executive Directors may elect to sacrifice up to 50% of their NED Fees to receive NED Rights. Election to participate can be made upon implementation of the NED Plan and thereafter are to be made on an annual basis and are binding for the duration of that year.

NED Rights will be allocated annually in arrears based on the fees sacrificed in that financial year and vest and convert into ordinary shares of the Company after the end of each financial year, subject to compliance with the Company's securities trading policy.

How will the Company determine the number of NED Rights to allocate?

The number of NED Rights that a Non-executive Director will receive will be calculated in accordance with the following formula (rounded down to the nearest whole NED Right):

$$Number\ of\ NED\ Rights = \frac{Value\ of\ NED\ Fees\ sacrificed\ (\$) for\ the\ relevant\ period}{Value\ per\ NED\ Right}$$

The value of the NED Rights is either:

(a) the average price of the Shares purchased of the Company (if purchased on-market);

(b) the volume weighted average market price of Shares for the 30 trading days before the grant date (if issued); or

(c) the average weighted price of (a) and (b) where NED Rights are satisfied through a combination of on-market purchases and new Share issues.

Shares to be allocated on vesting of the NED Rights will be sourced on-market or issued at the discretion of the Board (subject to relevant Shareholder approvals being obtained).

Summary of key terms of the NED Plan and NED Rights

The key terms of the NED Plan and NED Rights are:

(a) each NED Right is a right to acquire one Share;

(b) NED Rights do not carry any dividend or voting rights prior to vesting and conversion into a Share;

(c) NED Rights have no performance conditions;

(d) vesting of NED Rights, for a relevant financial year, is subject to the Non-executive Director remaining continuously appointed for the financial year;

(e) on vesting, NED Rights will convert into Shares to be held by the Non-executive Director

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subject to, among other things, the Company's securities trading policy;

(f) NED Rights carry no dividend entitlement;

(g) in the event of a change of control of the Company the Board may determine whether it will vest any unvested NED Rights; and

(h) in the event of a corporate reorganisation of the Company the NED Rights of each Non-executive Director will be adjusted in accordance with the Listing Rules and otherwise determined by the Board to ensure the Non-executive Directors do not suffer a windfall gain or material detriment as a result of the reorganisation.

Chapter 2E of the Corporations Act

The issue of the NED Rights and the Shares on conversion of the NED Rights constitutes giving a financial benefit and the Non-executive Directors are related parties of the Company by virtue of being a Director. Chapter 2E of the Corporations Act provides that, for a public company to give a financial benefit to a related party of the public company, the public company must obtain the approval of members unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. These exceptions include where the financial benefit is given on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length, and where the financial benefit is remuneration to the related party as an officer of the public company and the giving of such remuneration is reasonable given the circumstances of the public company and the related party's circumstances (including the responsibilities involved in the office).

The Company considers that approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the NED Rights and Shares on conversion of the NED Rights to the Non-executive Director because:

(a) the issues of the NED Rights and Shares on conversion of the NED Rights will be made in lieu of director fees accrued but unpaid to the Non-executive Directors in their capacity as Directors of the Company for applicable financial year;

(b) the cash amount of these fees is considered to be reasonable remuneration in the circumstances and was negotiated on an arm's length basis; and

(c) the price at which NED Rights are issued is determined by reference to the price at which Shares are traded on the ASX. Using a market valuation for the NED Rights ensures that the benefit received by the Non-executive Directors as a result of the issue of these NED Rights is directly referable to the cash amount foregone and is itself reasonable remuneration.

Information required by ASX Listing Rule 10.15

For each of the resolutions in Items 4 to 7, the information required by ASX Listing Rule 10.15 has been set out in Annexure B to this notice of meeting.

Board recommendation

Each Non-executive Director **abstains** from making a recommendation to Shareholders in relation to Item 4 to 7 due to their personal interest in the subject matter. Andrew Coleman, being the only executive Director of the Board, recommends that Shareholders vote **in favour** of each of Items 4 to 7.

5 Item 8 – Change of Company name

General

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Section 136(2) of the Corporations Act provides that a company may modify its constitution, or a provision of its constitution, by special resolution.

Item 8 seeks approval for the Company to change its name from "Teaminvest Private Group Limited" to "Teaminvest Group Limited" and make minor modifications to the Company's Constitution by replacing all references from "Teaminvest Private Group Limited" with "Teaminvest Group Limited".

Previously, at the Company's 2025 annual general meeting on 14 November 2025, the Company sought and obtained Shareholder approval for the Company to change its name from "Teaminvest Private

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Group Limited" to "TIP Limited". This change was unable to proceed due to the rules of interpretation of the Corporations Act deeming "TIP Limited" identical to an existing and unrelated company name.

The resolution in Item 8 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of Shares) must be in favour of this resolution.

The proposed name has been reserved by the Company and if this resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. The change of name of the Company will take effect when ASIC alters the details of the Company's registration.

The Company will announce on ASX when the change of name takes effect.

Reason for proposed change

The Board considers that the proposed new name better reflects the Group's branding and will facilitate improved understanding by the market of the Company's business and its brand.

Board recommendation

The Board recommends that shareholders vote **in favour** of this Item

Enquiries

Shareholders are asked to contact Mr Anand Sundaraj, Company Secretary, on (+61 2) 8880 5130 if they have any queries in respect of the matters set out in these documents.

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Glossary

2023 AGM means the Company's 2023 annual general meeting on 27 November 2023.

Annual General Meeting or **AGM** or **Meeting** means an annual general meeting of the Company and, unless otherwise indicated, means the annual general meeting convened by this notice of meeting at 10:00 am (Sydney time) on Friday, 20 November 2026 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

Annual Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with ASX on 28 August 2026.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 39 Martin Place, Sydney NSW 2000.

ASX Listing Rules means the official listing rules of the financial market operated by ASX Limited.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on ASX.

Chair means the person chairing the Meeting.

CEO means the chief executive officer.

Closely Related Party of 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 Company; or

(e) a company the member controls.

Company means Teaminvest Private Group Limited ACN 629 045 736.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

FY26 means the financial year ending 30 June 2026.

FY27 means the financial year ending 30 June 2027.

FY28 means the financial year ending 30 June 2028.

HIN means Holder Identification Number**.**

KMP means key management personnel of the Company.

NED Fees means Non-executive Director fees for a financial year.

NED Plan means the Non-executive Director equity plan of the Company.

NED Right means related rights to the Shares of the Company issuable under the NED Plan.

Non-executive Director means a non-executive Director of the Company and, as at the date of this notice of Meeting, is Malcolm Jones, Howard Coleman, Regan Passlow and Ian Kadish.

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

Shareholder means a holder of a Share.

SRN means Securityholder Reference Number.

VWAP means the volume weighted average price with respect to the price of Shares on ASX over the specified period. For example, the **FY26 VWAP** used in calculating the number of shares to be issued to Directors under Items 4 to 7 is the volume weighted average price of Shares on ASX over the 30

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Business Days to 30 June 2026 being $1.1137.

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Annexure A – Items 4 to 7 – Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15	Details			
Name of person being issued the securities.	Malcolm Jones (Item 4)	Howard Coleman (Item 5)	Ian Kadish (Item 6)	Regan Passlow (Item 7)
Category in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 the person falls within	ASX Listing Rule 10.14.1 – Independent Chair and Non-executive Director	ASX Listing Rule 10.14.1 – Non-executive Director	ASX Listing Rule 10.14.1 – Independent Non-executive Director	ASX Listing Rule 10.14.1 – Non-executive Director
Number of class of securities proposed to be issued	The number of NED Rights proposed to be issued to the persons named in Items 4 to 7 under the NED Plan is not fixed as will be subject to an annual calculation that will, amongst other things, utilise the 30-day VWAP for the relevant year of FY26, FY27 or FY28. Set out below is the formula that will be applied as part of this annual calculation. On an annual basis, for a relevant financial year of FY26, FY27 or FY28, the maximum number of Ned Rights that can allocated to a Non-executive Director pursuant to the NED Plan can be calculated by the following formula: $\textit{Maximum Number of NED Rights} = \frac{\textit{50\% of the relevant Non-Executive Director's fees for the financial year}}{\textit{the 30-day VWAP to 30 June of the relevant financial year}}$			
	In accordance with the above formula, for FY26, the Maximum Number of NED Rights that could be issued to Malcolm Jones is equal to: $\frac{\$50,000}{\$1.1137}$	In accordance with the above formula, for FY26, the Maximum Number of NED Rights that could be issued to Howard Coleman is equal to: $\frac{\$35,000}{\$1.1137}$	In accordance with the above formula, for FY26, the Maximum Number of NED Rights that could be issued to Ian Kadish is equal to: $\frac{\$35,000}{\$1.1137}$	In accordance with the above formula, for FY26, the Maximum Number of NED Rights that could be issued to Regan Passlow is equal to: $\frac{\$35,000}{\$1.1137}$
Current total remuneration package	$100,000 per annum (including superannuation)	$70,000 per annum (including superannuation)	$70,000 per annum (including superannuation)	$70,000 per annum (including superannuation)
Summary of material terms of the securities, an explanation why that type of security is being used and the	Please see section 4 of the explanatory notes which accompany and form part of the notice of meeting.			

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value the Company attributes to that security.				
Dates on or by which the Company will issue the securities	For each applicable Non-executive Director, a tranche of NED Rights will be issued in respect of FY26 within 30 days of the Meeting. The Company will also seek to issue tranches of NED Rights for FY27 and FY28. In any case, NED Rights will not be issued to any Non-executive Director beyond 3 years after the date of this Meeting.			
The price at which the Company will issue the securities under the NED Plan	For each applicable financial year, NED Rights will be issued at the 30-day VWAP to 30 June of the relevant financial year.			
A summary of the material terms of the scheme.	A summary of the NED Plan is set out in section 4 of the explanatory notes which accompany and form part of the notice of meeting. A copy of the NED Plan is attached as Annexure B to the notice of meeting for the 2023 AGM (https://asx.api.cmfyapp.com/asx-research/1.0/file/2924-02717592-2A1476725&v=undefined).			
A summary of the material terms of any loan that will be made in relation to the acquisition of the securities.	No loan will be provided by the Company to any Non-executive Director in relation to the grant of NED Rights under the NED Plan.			
Number of securities previously issued under the NED Plan and the average acquisition price (if any) for those securities.	A total 126,981 NED Rights have previously been issued to Mr Jones under the NED Plan. The average acquisition price for those NED Rights was $1.54. 24,923 Shares were issued to Mr Jones on 25 August 2025 on vesting of Mr Jones' NED Rights for the financial year ended 30 June 2025 (**FY25**). The issue price for the Shares was $1.7992, being the 30-day VWAP to 30 June 2025. The Company acquired Shares on-market to satisfy the vesting	A total 88,885 NED Rights have previously been issued to Mr Coleman under the NED Plan. The average acquisition price for those NED Rights was $1.54. 17,446 Shares were issued to Mr Coleman on 25 August 2025 on vesting of Mr Coleman NED Rights for FY25. The issue price for the Shares was $1.7992, being the 30-day VWAP to 30 June 2025. The Company acquired Shares on-market to satisfy the vesting of Mr Coleman's NED Rights in	A total 88,885 NED Rights have previously been issued to Mr Kadish under the NED Plan. The average acquisition price for those NED Rights was $1.54. 17,446 Shares were issued to Mr Kadish on 25 August 2025 on vesting of Mr Kadish's NED Rights for FY25. The issue price for the Shares was $1.7992, being the 30-day VWAP to 30 June 2025. The Company acquired Shares on-market to satisfy the vesting of Mr Kadish's NED Rights in respect of the other years	A total 88,885 NED Rights have previously been issued to Mr Passlow under the NED Plan. The average acquisition price for those NED Rights was $1.54. 17,446 Shares were issued to Mr Passlow on 25 August 2025 on vesting of Mr Passlow's NED Rights for FY25. The issue price for the Shares was $1.7992, being the 30-day VWAP to 30 June 2025. The Company acquired Shares on-market to satisfy the vesting of Mr Passlow's NED Rights in

	of Mr Jones' NED Rights in respect of the other years following the 2023 AGM.	respect of the other years following the 2023 AGM.	following the 2023 AGM.	respect of the other years following the 2023 AGM.
Statement for the purposes of Listing Rule 10.15.11	Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of NED Rights under the NED Plan after any of resolutions in Items 4 to 7 are approved but who are not named in this notice of meeting will not participate until shareholder approval is obtained under Listing Rule 10.14.			
Voting exclusion statement	A voting exclusion statement applies to each of Items 4 to 7, which is set out on page 7 of the Notice of Meeting.			

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TIP Group

ABN 74 629 045 736

Need assistance?

Phone:
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

TIP

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Wednesday, 18 November 2026.**

Proxy Form

For personal use only

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 N D

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 Teaminvest Private Group 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 Teaminvest Private Group Limited to be held at Suite G01, 23 Ryde Road, Pymble NSW 2073 on Friday, 20 November 2026 at 10:00am (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 Item 2, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Item 2, 4, 5, 6 and 7 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.
Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2, 4, 5, 6 and 7 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
Item 2	Adoption of remuneration report	☐	☐	☐
Item 3	Re-election of Malcolm Jones as Director	☐	☐	☐
Item 4	Approval of Malcolm Jones' participation in the non-executive director equity plan	☐	☐	☐
Item 5	Approval of Howard Coleman's participation in the non-executive director equity plan	☐	☐	☐
Item 6	Approval of Ian Kadish's participation in the non-executive director equity plan	☐	☐	☐
Item 7	Approval of Regan Passlow participation in the non-executive director equity plan	☐	☐	☐
Item 8	Change of Company name	☐	☐	☐

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)*

Mobile Number _____

Email Address _____

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

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