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Adore Beauty Group Limited
ABN 78 636 138 988

ASX ANNOUNCEMENT

20 October 2026

Notice of 2026 Annual General Meeting

Adore Beauty Group Limited (ASX: ABY) (**Adore Beauty**) attaches the 2026 Notice of Annual General Meeting and Proxy Form for its 2026 AGM to be held on 19 November 2026.

This announcement was authorised for release to the ASX by the Adore Beauty Board.

For more information, please contact:

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Ends

About Adore Beauty

Founded in 2000, Adore Beauty Group is a leading multi-banner beauty, lifestyle and wellness retailer. The Group includes Adore Beauty, Australia's first beauty-focused e-commerce destination, and iKOU a leading wellness and beauty brand born in the Blue Mountains of NSW.

Adore Beauty was established with a vision to help customers feel more confident every day by delivering an empowering and engaging beauty shopping experience personalised to their needs. Over time, the business has evolved into an integrated omni-channel retailer, combining a market-leading online platform with a national network of retail stores.

Adore Beauty Group offers a broad and diverse range of more than 300 brands and 15,000 products across beauty, wellness and lifestyle categories, and operates in Australia and New Zealand.

NOTICE OF ANNUAL GENERAL MEETING

2026

ADORE BEAUTY GROUP LIMITED | ACN 636 138 988

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ADOREBEAUTY
GROUP

20 October 2026

Dear Shareholder,

On behalf of the Board of Adore Beauty Group Limited (**Adore Beauty**), I am pleased to invite you to attend the 2026 Annual General Meeting (**AGM**) of Adore Beauty.

Adore Beauty's 2026 AGM will be held in person on Thursday, 19 November 2026 commencing at 11.00am (Melbourne time) at Adore Beauty's Melbourne Office, at Level 7, 324 St Kilda Road, Southbank, Victoria 3006 Australia.

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and would recommend you lodge a directed Proxy Form in advance of the AGM by following the instructions on the Proxy Form.

Chief Executive Officer, Sacha Laing, and I will comment briefly on the performance of Adore Beauty during the year ended 30 June 2026 at the meeting.

For further information please refer to the 2026 Annual Report, which is available on the Adore Beauty website (https://www.adorebeautygroup.com.au/investor-centre/).

The AGM will also cover the items of business detailed in this document.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Adore Beauty unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of Adore Beauty and I look forward to your attendance at this, my first AGM as your Chair.

Yours sincerely,

Jason Murray
Chair



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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2026 Annual General Meeting (**AGM** or **Meeting**) of shareholders of Adore Beauty Group Limited (**Adore Beauty** or **Company**) will be held:

Date: Thursday, 19 November 2026

Time: 11.00am (Melbourne time)

Venue: Adore Beauty
Level 7
324 St Kilda Road
Southbank Victoria 3006

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM.

The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.



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OVERVIEW

CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2026.

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2026 on the Company's website at (https://www.adorebeautygroup.com.au/investor-centre/).

There is no requirement for a formal resolution and shareholders are not required to vote on this item.

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will allow shareholders a reasonable opportunity to ask questions about or make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's Auditor, Grant Thornton (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

a. the conduct of the audit;

b. the preparation and content of the Independent Auditor's Report;

c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and

d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer any written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.



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ITEMS FOR APPROVAL

Resolution 1. Re-election of Director – Lisa Hennessy

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

"That Lisa Hennessy, who retires in accordance with clause 6.2(c) of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

Resolution 2. Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

"That the Company's Remuneration Report for the financial year ended 30 June 2026, be adopted."

The Remuneration Report is contained in the 2026 Annual Report, available at (https://www.adorebeautygroup.com.au/investor-centre/).

Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

VOTING EXCLUSION STATEMENT

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

a. a member of the key management personnel (**KMP**) whose remuneration details are included in the 2026 Remuneration Report; or
b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
    i. does not specify the way the proxy is to vote on the resolution; and
    ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

In addition, and in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 2 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

BY ORDER OF THE BOARD

Anna Sandham
Company Secretary

20 October 2026

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ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Melbourne time) on Tuesday, 17 November 2026 will be entitled to attend and vote at the AGM as a shareholder.

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

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy to attend and act on your behalf at the 2026 AGM. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received by the Share Registry of the Company no later than 11.00am (Melbourne time) on Tuesday, 17 November 2026. Proxies must be received before that time by one of the following methods:

Online:	https://au.investorcentre.mpms.mufg.com *(preferred method)*
By post:	Adore Beauty Group Limited C/- MUFG Corporate Markets Locked Bag A14 Sydney South NSW 1235 Australia
By facsimile:	+61 2 9287 0309
By delivery in person*:	MUFG Corporate Markets Parramatta Square Level 22, Tower 6 10 Darcy Street, Parramatta NSW 2150 * during business hours Monday to Friday (9:00am to 5:00pm) (Sydney time)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

UNDIRECTED PROXIES

If the Chair of the Meeting is appointed or taken to be appointed as a proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the resolution to be considered at the Meeting, then by submitting your Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution. The Chair intends to exercise all available votes in favour of the resolution.

POWER OF ATTORNEY

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am (Melbourne time) on Tuesday, 17 November 2026.

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CORPORATE REPRESENTATIVES

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM.

The appointment of the representative must comply with the requirements under section 250D of the Corporations Act.

The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at https://www.mpms.mufg.com/en/mufg-corporate-markets/.

VOTING AT THE MEETING

Voting on each of the proposed resolutions at this Meeting will be conducted by poll.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 2 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions online in advance of the AGM are invited to do so. Please log onto https://au.investorcentre.mpms.mufg.com and select Voting then click 'Ask a Question'. To allow time to collate questions and prepare answers, please submit any questions by 12 November 2026.

Please note that only shareholders and proxyholders may ask questions during the AGM, once they have been verified.

Questions will be collated and during the AGM the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

CONDUCT OF MEETING

Adore Beauty is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about the Company generally.

Adore Beauty will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting.

The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online facility that can be accessed on Adore Beauty's share registry's website at https://au.investorcentre.mpms.mufg.com to ensure the timely and cost effective receipt of your proxy;
- an AGM Question Form to be completed if you would like a specific question to be addressed by the Chair or Grant Thornton (our external auditor) at the AGM; and
- a reply paid envelope for you to return either or both the proxy form and AGM Question Form.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Thursday, 19 November 2026 at 11.00am (Melbourne time).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolution 1 is an ordinary resolution which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 2 relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolution 1. Re-election of Director – Lisa Hennessy

- **Independent Non-Executive Director appointed June 2022**
- **Chair of the People and Remuneration Committee**
- **Member of the Audit and Risk Management Committee**
- **B.Sci (Electrical Engineering), MBA, GAICD**

Lisa Hennessy was appointed as an Independent Non-Executive Director of the Company on 3 June 2022, elected by the shareholders at the 2022 AGM and has been in office since that time. Lisa Hennessy was previously re-elected by shareholders at the 2024 AGM.

Under the ASX Listing Rules an entity which has directors must hold an election of directors at each AGM. In addition, clause 6.2(c) of the Constitution provides certain provisions that apply in circumstances where the ASX Listing Rules require an election of directors to be held and no director would otherwise be required to submit for election or re-election. Accordingly, in accordance with clause 6.2(c) of the Constitution, Lisa Hennessy submits herself for re-election as a Director of the Company.

If shareholders do not approve the re-election of Lisa Hennessy, then Lisa Hennessy will cease to be a Director at the conclusion of the Meeting.

Ms Hennessy has extensive non-executive director experience across listed, private and not-for-profit organisations.

Previously, Ms Hennessy has held executive roles in Strategy and M&A within global organisations including Bain, General Electric and Del Monte Foods working across the USA, Australia and EMEA. Ms Hennessy is a graduate of Australian Institute of Company Directors and holds a Masters of Business Administration from Harvard University.

Ms Hennessy is currently a Non-Executive Director of Cleanspace Holdings Limited. Ms Hennessy was previously Non-Executive Director of ASX listed Megaport Ltd and the Lead Independent and Non-Executive Director of Nitro Software Limited (prior to it being taken private following the successful takeover by Potentia Capital).

Prior to submitting herself for re-election, Ms Hennessy confirmed that she would continue to have sufficient time to properly fulfil her Directors' duties for Adore Beauty.

In accordance with Adore Beauty's Board Charter which covers independence for Non-Executive Directors, the Board (with Ms Hennessy abstaining) has determined that Ms Hennessy remains independent.

Recommendation: The Board strongly supports the re-election of Lisa Hennessy as she will continue to contribute to the Board with her extensive growth strategy and M&A expertise.

For the reasons set out above, the Directors, with Lisa Hennessy abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.

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Resolution 2. Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Adore Beauty's website at (https://www.adorebeautygroup.com.au/investor-centre/). The Remuneration Report:

- details the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of key executives and the Company's performance;
- sets out the remuneration arrangements for non-executive Directors and members of KMP; and
- details the remuneration decisions taken during the financial year ended 30 June 2026.

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 2.

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ACN 636 138 988

LODGE YOUR VOTE

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

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

BY FAX
+61 2 9287 0309

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

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

X99999999999

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PROXY FORM

I/We being a member(s) of Adore Beauty Group Limited (Company) and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY

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

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Melbourne time) on Thursday, 19 November 2026 at Adore Beauty's Melbourne Office, at Level 7, 324 St Kilda Road, Southbank, Victoria 3006** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

STEP 2 VOTING DIRECTIONS

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

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

Items	For	Against	Abstain*
1 Re-election of Director – Lisa Hennessy	☐	☐	☐
2 Remuneration Report	☐	☐	☐

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

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

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

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

SAMPLE

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

(b) return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry together with an original or certified copy of any authority under which the power of attorney was signed or executed. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Melbourne time) on Tuesday, 17 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE

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

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

BY MOBILE DEVICE **QR Code**

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

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

BY MAIL

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

BY FAX

+61 2 9287 0309

BY HAND

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

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

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

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SAMPLE