PEOPLE ENGINEERING
A CLEAN ENERGY, ZERO CARBON FUTURE.

FOCUS YOUR ENERGY

WWW.LGI.COM.AU

LGI LIMITED
ACN 138 085 551

NOTICE OF 2026 ANNUAL GENERAL MEETING

Annual General Meeting of the Company to be held on

Monday, 23 November 2026 at 11:00 am (Brisbane Time) at 57 Harvey Street N, Eagle Farm, QLD 4009 and by virtual meeting technology.

For personal use only

LGI LIMITED
ACN 138 085 551

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting of LGI Limited (the **Company**) will be held at LGI Limited, 57 Harvey Street N, Eagle Farm, QLD 4009 and online, on **Monday, 23 November 2026, commencing at 11:00 am (Brisbane Time)** (**Meeting** or **Annual General Meeting**).

The AGM will be held as a hybrid meeting, allowing shareholders to attend either online or in person.

Shareholders may attend online at https://meetnow.global/MU2JJHV using a compatible web browser on their computer, tablet or smartphone. Further instructions on how to attend online are contained in the **Online Meeting Guide** in this notice.

Alternatively, shareholders may attend the meeting in person at **LGI Limited, 57 Harvey Street N, Eagle Farm, QLD 4009**. If you plan to attend the meeting in person, please confirm your attendance by emailing investor.relations@lgi.com.au before 11:00 am (Brisbane Time) on Saturday, 21 November 2026.

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

For personal use only

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year.

Note: This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Item 2 (Resolution 1): Remuneration Report (Non-binding resolution)

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2026."

Note:

- The vote on this Resolution is advisory only and does not bind the Directors or the Company.
- A voting prohibition applies to this Resolution (see Explanatory Notes for details).

Item 3 (Resolution 2): Re-election of Director – Dr Jessica North

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

"That Dr Jessica North, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election as a Director of the Company, effective immediately."

Item 4 (Resolution 3): Re-election of Director – Mr Andrew Peters

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

"That Mr Andrew Peters, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately."

Item 5 (Resolution 4): Election of Director – Mr Roderick Duke

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

"That Roderick Duke, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

Item 6 (Resolution 5): Approval of issue of Unlisted Options to Mr Roderick Duke

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

For personal use only

"That, for the purposes of Listing Rule 10.14, section 200E of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 400,000 Unlisted Options under the LGI Omnibus Incentive Plan to Mr Roderick Duke (and/or his nominee(s)) and otherwise on the terms and conditions set out in the Explanatory Notes."

Note:

- A voting exclusion applies to this Resolution (see Explanatory Notes for details).

Item 7 (Resolution 6): Approval of issue of Unlisted Options to Mr Jarryd Doran

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

"That, for the purposes of Listing Rule 10.14, section 200E of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 1,800,000 Unlisted Options under the LGI Omnibus Incentive Plan to Mr Jarryd Doran (and/or his nominee(s)) who is currently the Chief Executive Officer of the Company and is proposed to be appointed Managing Director effective 1 December 2026, and otherwise on the terms and conditions set out in the Explanatory Notes."

Note:

- A voting exclusion applies to this Resolution (see Explanatory Notes for details).

Item 8 (Resolution 7): Approval to issue Equity Securities under LGI Omnibus Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes, the Shareholders of the Company approve the issue of up to 5,172,013 Equity Securities under the Company's Omnibus Incentive Plan during the three-year period following the date of this Meeting, on the terms and conditions set out in the Explanatory Notes which accompanies and forms part of this Notice of Meeting."

Note:

- A voting exclusion and voting prohibition applies to this Resolution (see Explanatory Notes for details).

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* and rule 5.6.1 of the *ASX Settlement Operating Rules* that the persons eligible to vote at the Meeting are those registered as Shareholders of the Company at 7.00 pm (Sydney time) on Saturday, 21 November 2026 (**Entitlement Time**).

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

ANNUAL REPORT

Copies of the Company's 2026 Annual Report may be accessed on our website at https://lgi.com.au/for-investors/ and via the ASX market announcements platform.

VOTING OPTIONS AND PROXIES

Shareholders who are unable to join the Meeting are encouraged to appoint a proxy on their behalf, by completing and returning the Proxy Form that accompanies this Notice of Annual General Meeting.

For personal use only

For personal use only

Voting by Proxy

A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote in their stead. A proxy need not be a Shareholder of the Company and can be a natural person over the age of 18 years or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of a Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Subject to the specific proxy provisions applying to Item 2 (Remuneration Report) (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed Resolutions set out in this Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Item 2 is connected to the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in **FAVOUR** of all Resolutions in the Notice of Meeting.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with Computershare, as an original or by facsimile, **no later than** 11.00 am (Brisbane Time) on **Saturday, 21 November 2026** (**Proxy Deadline**). Proxy forms received later than this time will be invalid.

Proxy forms may be submitted in one of the following ways:

(a) **Online:** At https://www.investorvote.com.au/Login and by following the instructions on your personalised Proxy Form to submit a Proxy Form online.

(b) **By submitting a printed Proxy Form:** Proxy Forms can be submitted:

- **by mail** to Computershare Investor Services Pty Limited (**Computershare**) at GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline;
- **by fax** to Computershare on 1800 783 447 (if sent from inside Australia) or +61 3 9473 2555 (if sent from outside Australia); or

(c) Custodians may lodge their Proxy Forms online by visiting www.intermediaryonline.com

JOINT HOLDERS

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

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

(i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or

(ii) a copy of the Resolution appointing the representative, certified by a secretary or director of the corporation.

Shareholders and corporate representatives are encouraged to provide the documentation evidencing the appointment to Computershare by 11:00 am (Brisbane Time) on Saturday, 21 November 2026.

A suitable form of authorisation may be obtained by calling Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or online at www.investorcentre.com/au (select "Printable Forms").

LODGING A QUESTION PRIOR TO THE AGM

If you wish to submit a question in writing to the Company in advance of the Meeting, please submit your questions to the Company Secretary via email to pia.rasal@automicgroup.com.au by 11.00 am (Brisbane Time) on Wednesday, 18 November 2026, to allow time to collate questions and prepare answers. The Company will not provide written answers to individual questions, however during the meeting, the Chairman or the CEO or Managing Director will seek to address as many of the more frequently raised topics as possible.

Written Questions directed to the Auditor must be received at least five business days prior to the Meeting (that is, by **5:00 pm (Brisbane Time) on Monday, 16 November 2026**). The Auditor or their representative will address any questions relevant to the conduct of the audit; and the preparation and content of the auditor's report; and the accounting policies adopted by the company in relation to the preparation of the financial statements; and the independence of the auditor in relation to the conduct of the audit.

BY ORDER OF THE DIRECTORS

Ms Pia Rasal
Company Secretary
Dated: 22 October 2026

For personal use only

EXPLANATORY NOTES

These Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this Notice. Terms defined in the Explanatory Notes have the same meaning when used in this Notice or as otherwise defined in the Glossary.

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at https://lgi.com.au/for-investors/#financial-reports .

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary at pia.rasal@automicgroup.com.au.

ITEM 2 – REMUNERATION REPORT (RESOLUTION 1)

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at https://lgi.com.au/for-investors/#financial-reports

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2027 Annual General Meeting (**2027 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2027 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2027 AGM. All of the Directors who were in office when the 2027 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

For personal use only

Voting

Note that a voting prohibition applies to Resolution 1. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Voting Prohibition Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel (including the Directors), whose remuneration details are included in the Remuneration Report (KMP), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, for the purpose of section 224 of the Corporations Act, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Directors' Recommendation

The Directors recommend that Shareholders vote **IN FAVOUR** of this non-binding Resolution.

ITEM 3 – RE- ELECTION OF DIRECTOR – DR JESSICA NORTH (RESOLUTION 2)

Under the ASX Listing Rules and the Company's Constitution, all Directors (except the Managing Director) are required to retire at the third Annual General Meeting after their appointment by members and may resubmit themselves for re-election as they were all appointed by the Board of Directors.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Dr Jessica North joined the Company as Sustainability and Carbon Manager in 2012 and was appointed Executive Director in 2013, serving as Chair of the Board from January 2013 to December 2017 and was last re-elected as a director at the 2023 AGM.

Under this Resolution Dr North has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Dr North has 27+ years' experience in the waste industry, including roles in management, consulting, and research. Her professional experience includes work in Canada, Southeast Asia, New Zealand, Australia, South America, the United Kingdom and Europe. She has worked for nationally recognised waste consultancies in Australia, New Zealand and the UK, and international organisations delivering projects to government and private sector clients.

Dr North holds a Masters degree in Environmental Science, a PhD in Environmental Chemistry and is a member of the AICD. In 2009, she authored an international strategy around waste and climate change issues for the UN Environment Program (Division of Technology, Industry and Economics).

The Board believes that Dr North's depth of experience and knowledge will continue to help LGI to create shareholder value.

For personal use only

Directors' Recommendation

The Directors (excluding Dr North) recommend that Shareholders vote **IN FAVOUR** of this Resolution.

ITEM 4 – RE-ELECTION OF DIRECTOR – MR ANDREW PETERS (RESOLUTION 3)

Under the ASX Listing Rules and the Company's Constitution, all Directors (except the Managing Director) are required to retire at the third Annual General Meeting after their appointment by members and may resubmit themselves for re-election as they were all appointed by the Board of Directors.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Mr Andrew Peters was appointed as a non-executive director of the Company on 30 January 2018 and was last re-elected as a Director at the 2024 AGM.

Under this Resolution, Mr Peters has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Peters is an energy industry expert, and an independent legal and commercial advisor to major energy and resource companies, and government. He has more than 27 years' experience involving transactions, corporate advisory, energy policy and projects.

Mr Peters held executive and senior corporate counsel positions in energy, infrastructure and professional services firms. Mr Peters is also Managing Director of Blackstart Pty Ltd and his business Energy Legal, Non-Executive Director of LGI and leader of several significant energy infrastructure projects.

The Directors believe that Mr Peters' depth of experience and knowledge will continue to help LGI create shareholder value.

Directors' Recommendation

The Directors (excluding Mr Peters) recommend that Shareholders vote **IN FAVOUR** of this Resolution.

ITEM 5 – ELECTION OF DIRECTOR – MR RODERICK DUKE (RESOLUTION 4)

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Roderick Duke was appointed as an additional Director of the Company on 2 September 2026 and has since served as a Director of the Company.

Under this Resolution, Mr Duke seeks election as a Director of the Company at this AGM.

Mr Duke brings more than 40 years of executive and board-level experience across the Australian and international energy sector, with a particular depth of expertise in gas, LNG, electricity and large-scale energy infrastructure.

Mr Duke served as Chief Executive Officer of Energy Queensland Limited from 2020 to 2023, overseeing Australia's largest electricity business with assets exceeding A$29 billion and a workforce of more than 8,000 people. In this role he held CEO and Board Director positions across all of its group subsidiaries including the operating companies Energex Limited (southeast Queensland electricity distribution), Ergon Energy Corporation Limited (regional Queensland electricity distribution), Yurika Pty Ltd (electrical engineering procurement & construction), and Ergon Energy Queensland Pty Ltd (regional Queensland electricity retail and wholesale market trading). Mr Duke was also Chairman of the Board of Directors for the last two of these entities.

Prior to Energy Queensland, from 2013 to 2020 Mr Duke was Chief Executive Officer of GLNG Operations Pty Ltd, the operating company for the downstream gas pipeline, liquefaction and commercial & marketing activities of the US$18.5 billion Gladstone LNG project owned by Santos, Petronas, Total and Kogas. He oversaw successful construction and commissioning of the downstream project on time and within budget, and managed safe delivery of more than 330 LNG cargoes with multi-billion-dollar revenues.

For personal use only

Mr Duke's earlier career spans senior executive roles at Woodside Energy, Singapore LNG Corporation, and the Singapore Energy Market Authority, providing extensive international commercial and project execution experience across Asia, the Americas, Europe and Australia.

Mr Duke currently serves as a Strategic Advisory Board Member at The University of Queensland's Faculty of Engineering, Architecture and Information Technology, a Board Director of the Clean Marine Fuel Institute, and is a Partner at TWCOG LLP (an expert witness practice for international commercial arbitration).

As part of the Chairman transition, Mr Duke will assume the Board and Committee responsibilities previously held by Mr Bansal, including membership of the Audit & Risk Committee and the Nominations & Remuneration Committee.

The Board, having assessed Mr Duke's associations and experience, has determined that he is an independent Director.

The Directors believe that Mr Duke's depth of experience and knowledge would help LGI to create shareholder value.

Directors' Recommendation

The Directors (excluding Mr Roderick Duke) recommend that Shareholders vote **IN FAVOUR** of this Resolution.

For personal use only

ITEM 6 – APPROVAL OF ISSUE OF OPTIONS TO MR RODERICK DUKE (RESOLUTION 5)

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

(a) Mr Roderick Duke or a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LGI Omnibus Incentive Plan; or
(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and
(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and
(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Background

The Company's Omnibus Incentive Plan (**Incentive Plan**) was approved by Shareholders of the

Company on 19 November 2025**.**

The Company seeks to invite Mr Roderick Duke, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for the following Unlisted Options under the Incentive Plan (**Incentive Securities**).

(a) 400,000 Unlisted Options

A summary of the material terms of the Incentive Securities are as follows:

Type of Incentive Security	**Material terms**
Unlisted Options	• exercise price of $2.75 for a term of seven years with an option for cashless exercise and no repricing
Vesting Dates	• End of Year 3 at 25% that is 100,000 options • End of Year 4 at 25% that is 100,000 options • End of Year 5 at 50% that is 200,000 options

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

(a) a director of the Company;
(b) an associate of a director of the Company; or
(c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr Roderick Duke is a Non-executive Director of the Company, the proposed issue of Incentive Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Incentive Securities to Mr Roderick Duke (and/or his nominee) under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Mr Roderick Duke.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will have to consider alternative remuneration or incentive arrangements (such as cash payments) to appropriately incentivise Mr Duke.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

For personal use only

As Mr Duke is a Director of the Company, Mr Duke is a "related party" of the Company. Therefore, the proposed issue of Incentive Securities to Mr Duke requires Shareholder approval under both Chapter 2E of the Corporations Act, unless an exception applies, and Listing Rule 10.14.

The non-conflicted Directors of the Company (being Ms Abigail Cheadle, Mr Adam Bloomer, Mr Timothy McGavin, Dr Jessica North and Mr Andrew Peters) carefully considered the issue of these Incentive Securities to Mr Roderick Duke, and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Securities, and the responsibilities held by Mr Roderick Duke in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Securities to Mr Roderick Duke falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of 400,000 Unlisted Options to Mr Duke requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities to Mr Roderick Duke is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

(a) The allottee is a Non-Executive Director of the Company.

(b) Mr Roderick Duke falls within category 10.14.1 of the Listing Rules as he is a Director. In the event that the Unlisted Options are issued to a nominee of Mr Duke, those persons will fall into the category stipulated by Listing Rule 10.14.2.

(c) The maximum number of Incentive Securities that may be acquired by Mr Duke is 400,000.

(d) The exercise price of the Unlisted Options is $2.75.

(e) The current total fixed remuneration package received by Mr Duke is $220,000 per annum plus superannuation.

(f) Since the Incentive Plan was last approved by Shareholders on 19 November 2025, the Company has not issued any Incentive Securities to Mr Duke.

(g) The material terms of the Incentive Securities are as follows:

(i) 400,000 Unlisted Options at an exercise price of $2.75 for a term of seven years with an option for cashless exercise and no repricing; and

(ii) Vesting Dates:

- End of Year 3 at 25% that is 100,000 options
- End of Year 4 at 25% that is 100,000 options
- End of Year 5 at 50% that is 200,000 options

(h) The Company has chosen this type of security because the Company has resolved to issue the Unlisted Options to Mr Duke (and/or his nominee) as a cost effective option for the Company and to appropriately incentivise and retain the continued performance of Mr Duke.

(i) The Company attributes a value of approximately $1.00 per Unlisted Option, representing an aggregate value of approximately $400,000 for the 400,000 Unlisted Options proposed to be issued to Mr Duke. This value was determined by the Directors and is supported by valuations undertaken using the Black-Scholes option pricing model, which indicated a value of approximately $0.94 to $0.97 per Unlisted Option.

(j) The Unlisted Options are intended to be granted within one (1) month after the date of the Meeting, and by no later than three (3) years following the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(k) The Incentive Securities are being issued for nil cash consideration pursuant to the terms of the Incentive Plan.

(l) The material terms of the Incentive Plan are set out in **Annexure A** of this Notice of Meeting.

(m) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

For personal use only

Section 200E of Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Mr Duke holds a 'managerial or executive office' in his capacity as a Director.

Under the terms of the Incentive Plan that the Incentive Securities the subject of this resolution are to be issued under, the Board has discretion to permit early vesting. A termination benefit for the purposes of section 200B of the Corporations Act has a wide operation and includes, the early vesting of Incentive Securities or determining that Incentive Securities do not lapse and will continue and vest in the ordinary course.

Resolution 6 therefore also seeks approval of any termination benefit that may be provided to Mr Duke under the terms and conditions of the Incentive Securities proposed to be issued.

For the purpose of section 200E(2) of the Corporations Act, the value of the potential termination benefits cannot be determined in advance. This is because various matters will or are likely to affect the value. In particular, the value of the benefits will depend on factors such as share price at the time of vesting and the number of Incentive Securities that will vest or otherwise be affected.

Directors' recommendation

The Directors (excluding Mr Roderick Duke) recommend that Shareholders vote **IN FAVOUR** of this Resolution.

ITEM 7 – APPROVAL OF ISSUE OF OPTIONS TO MR JARRYD DORAN (RESOLUTION 6)

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

(a) Mr Jarryd Doran or a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LGI Omnibus Incentive Plan; or
(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

(a) the proxy is either:
    (i) a member of the Company's Key Management Personnel; or
    (ii) a closely related party of a member of the Company's Key Management Personnel; and
(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair of the Meeting; and
(ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

For personal use only

Background

The Company's Omnibus Incentive Plan (**Incentive Plan**) was approved by Shareholders of the Company on 19 November 2025.

Mr Jarryd Doran is currently the Chief Executive Officer of the Company and is proposed to be appointed as Managing Director of the Company, with effect from 1 December 2026.

The Company seeks to invite Mr Jarryd Doran, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for the following Unlisted Options under the Incentive Plan (**Incentive Securities**).

(b) 1,800,000 Unlisted Options

A summary of the material terms of the Incentive Securities are as follows:

Type of Incentive Security	Material terms
Unlisted Options	• 1,800,000 Unlisted Options, each with an exercise price of $2.75 exercisable for a term of eight years after grant with an ability for cashless exercise.
Vesting Dates	• End of Year 3 at 25% that is 450,000 options • End of Year 4 at 25% that is 450,000 options • End of Year 5 at 25% that is 450,000 options • End of Year 7 at 25% that is 450,000 options

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

(a) a director of the Company;
(b) an associate of a director of the Company; or
(c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

Mr Doran is intended to be appointed as Managing Director of the Company, effective 1 December 2026. Upon his appointment, Mr Doran will be a Director of the Company and will fall within the category of persons specified in Listing Rule 10.14.1.

Accordingly, Shareholder approval is being sought under Listing Rule 10.14 for the proposed issue of Incentive Securities to Mr Doran (and/or his nominee) under the Incentive Plan, in anticipation of his appointment as Managing Director.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Mr Jarryd Doran (and/or his nominee), subject to his appointment as Managing Director becoming effective.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Incentive Securities and will have to consider alternative remuneration or incentive arrangements (such as cash payments) to appropriately incentivise Mr Doran.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

For personal use only

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Mr Doran is intended to be appointed as Managing Director of the Company, effective 1 December 2026, he is considered a related party of the Company for the purposes of Chapter 2E of the Corporations Act.

Accordingly, the proposed issue of Incentive Securities to Mr Doran would require Shareholder approval under both Chapter 2E of the Corporations Act, unless an exception applies, and Listing Rule 10.14.

The non-conflicted Directors of the Company (being Mr Roderick Duke, Ms Abigail Cheadle, Mr Adam Bloomer, Mr Timothy McGavin, Dr Jessica North and Mr Andrew Peters) have carefully considered the issue of these Incentive Securities to Mr Jarryd Doran and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Securities, and the responsibilities to be undertaken by Mr Jarryd Doran in the Company.

Accordingly, the non-conflicted Directors of the Company consider that the issue of these Incentive Securities to Mr Jarryd Doran falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and rely on this exception for the purposes of this Resolution. Therefore, the proposed issue of 1,800,000 Unlisted Options to Mr Doran requires Shareholder approval under and for the purposes of Listing Rule 10.14 only, insofar as Chapter 2E of the Corporations Act is concerned.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities to Mr Jarryd Doran is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

(a) The allottee is the CEO of the Company. The Incentive Securities will be issued to Mr Jarryd Doran (and/or his nominee), who is intended to be appointed as Managing Director of the Company, effective 1 December 2026.

(b) Upon his appointment as Managing Director, Mr Doran will fall within the category specified in Listing Rule 10.14.1, as a Director of the Company. If the Incentive Securities are issued to an associate of Mr Doran as his nominee, that person will fall within the category specified in Listing Rule 10.14.2.

(c) The maximum number of Incentive Securities that may be acquired by Mr Doran is 1,800,000.

(d) The exercise price of each Unlisted Option is $2.75.

(e) The current total fixed component of the remuneration package received by Mr Doran is $450,000 per annum plus superannuation. The existing Short Term Incentive (of up to 40% of total fixed remuneration) and Long Term Incentive (of up to 40% of total fixed remuneration) elements of Mr Doran's current remuneration package are intended to be replaced by the grant of the above mentioned Unlisted Options.

(f) Since the Incentive Plan was last approved by Shareholders on 19 November 2025, the Company has not issued any Incentive Securities to Mr Doran.

(g) The material terms of the Incentive Securities are as follows:

  (i) 1,800,000 Unlisted Options with an exercise price of $2.75 exercisable for a period of eight years with an ability for cashless exercise; and

  (ii) Vesting Dates:

  - End of Year 3 at 25% that is 450,000 options
  - End of Year 4 at 25% that is 450,000 options
  - End of Year 5 at 25% that is 450,000 options
  - End of Year 7 at 25% that is 450,000 options

(h) The Company has chosen this type of security because the Company has resolved to issue the Unlisted Options to Mr Doran (and/or his nominee) as a cost effective option for the Company and to appropriately incentivise and retain the continued performance of Mr Doran.

For personal use only

(i) The Company attributes a value of approximately $1.00 per Unlisted Option, representing an aggregate value of approximately $1,800,000 for the 1,800,000 Unlisted Options proposed to be issued to Mr Doran. This value was determined by the Directors, having regard to the replacement of Mr Doran's existing short-term and long-term incentive arrangements, and is supported by valuations undertaken using the Black-Scholes option pricing model, which indicated a value of approximately $0.94 to $0.97 per Unlisted Option.

(j) The Incentive Securities are intended to be granted following Mr Doran's appointment as Managing Director, effective 1 December 2026, and within one month after the date of the Meeting, but in any event no later than three years following the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(k) The Incentive Securities are being issued for nil cash consideration pursuant to the terms of the Incentive Plan. No funds will be raised from the issue of the Incentive Securities.

(l) The material terms of the Incentive Plan are set out in **Annexure A** of this Notice of Meeting.

(m) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Section 200E of Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Mr Doran is intended to be appointed as Managing Director of the Company, effective 1 December 2026, and will hold a "managerial or executive office" for the purposes of the Corporations Act upon his appointment.

Under the terms of the Incentive Plan that the Incentive Securities the subject of this resolution are to be issued under, the Board has discretion to permit early vesting of the Incentive Securities in certain circumstances.

A termination benefit for the purposes of section 200B of the Corporations Act has a wide operation and includes, the early vesting of Incentive Securities or determining that Incentive Securities do not lapse and will continue and vest in the ordinary course.

Accordingly, Resolution 6 also seeks approval under section 200E of the Corporations Act for any termination benefit that may be provided to Mr Doran under the terms and conditions of the Incentive Securities proposed to be issued.

For the purpose of section 200E(2) of the Corporations Act, the value of the potential termination benefits cannot be determined in advance. This is because various matters will or are likely to affect the value. In particular, the value of the benefits will depend on factors such as share price at the time of vesting and the number of Incentive Securities that will vest or otherwise be affected.

Any termination benefits will be subject to the terms of the Incentive Plan, the terms and conditions of the Incentive Securities and applicable provisions of the Corporations Act.

Directors' recommendation

The Directors recommend that Shareholders vote **IN FAVOUR** of this Resolution.

ITEM 8 – APPROVAL TO ISSUE EQUITY SECURITIES UNDER OMNIBUS INCENTIVE PLAN (RESOLUTION 7)

Voting Exclusion Statement

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

(a) a person who is eligible to participate in the Company's Omnibus Incentive Plan; or

For personal use only

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and
(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair of the Meeting; and
(ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Background

Shareholder approval is being sought under Resolution 7 for the purposes of ASX Listing Rule 7.2, Exception 13(b), to approve the issue of equity securities under the Company's existing Omnibus Incentive Plan (**Incentive Plan**).

The Incentive Plan provides for the grant of Shares, Options, Performance Rights and Share Appreciation Rights (**Equity Securities**) to eligible participants. Any issue of equity securities to Directors or other persons referred to in Listing Rule 10.14 will remain subject to the requirements of that ASX Listing Rule.

If Resolution 7 is approved, the Company may issue up to *5,172,013* Equity Securities under the Incentive Plan to eligible participants during the three-year period following the date of approval without those issues reducing the Company's placement capacity under Listing Rule 7.1.

The purpose of the plan is to reward eligible participants for their contribution to the increasing value of the Company, and to align the interests of the eligible participants with the interests of shareholders. In addition, it is intended that the Incentive Plan will assist the Company to attract and retain skilled and experienced employees and directors.

A summary of the key terms of the Incentive Plan is set out in **Annexure A**, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period under Listing Rule 7.1 (15% capacity) during the next three year period.

If this Resolution is not approved by Shareholders, the Company will not be able to rely on ASX Listing Rule 7.2 (Exception 13(b)) for the issue of Equity Securities under the Incentive Plan. The Company may

For personal use only

continue to issue Equity Securities under the Incentive Plan, provided that such issues comply with the ASX Listing Rules and applicable laws. However, those issues will count towards the Company's placement capacity under ASX Listing Rule 7.1, unless another exception applies or separate Shareholder approval is obtained.

Equity Securities will only be treated as having been issued under exception 13(b) of Listing Rule 7.2 (and therefore not reducing the Company's 15% capacity) if:

- the number of Equity Securities issued under the Incentive Plan does not exceed the maximum number of securities proposed to be issued as set out below; and
- there is no material change to the terms of the Incentive Plan as summarised in this Notice of Meeting.

Specific information required by ASX Listing Rule 7.2 (Exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to Resolution 7:

(a) a summary of the key terms and conditions of the Incentive Plan is set out in **Annexure A**;
(b) No equity securities have been issued by the Company under the Incentive Plan since the Company last approved its Incentive Plan 2025 Annual General meeting held on 19 November 2025;
(c) The Company proposes to issue approximately 4,061,000 Options to employees and senior executives under the Incentive Plan prior to the 2026 Annual General Meeting. The final number of Options to be issued may vary. The Company is seeking Shareholder approval under this Resolution to increase the existing limit of 4,440,939 Equity Securities under the Incentive Plan to provide additional capacity for future grants to eligible employees and executives.
(d) the maximum number of Equity Securities proposed to be issued under the Incentive Plan in reliance on ASX Listing Rule 7.2 (Exception 13(b)) is 5,172,013 Equity Securities, representing approximately 5% of the Company's 103,440,274 Shares currently on issue.
The maximum number of 5,172,013 Equity Securities is not intended to be a prediction of the actual number of Equity Securities that will be issued under the Incentive Plan during the three-year period following Shareholder approval. Rather, it represents the maximum number of Equity Securities that may be issued under the Incentive Plan in reliance on ASX Listing Rule 7.2 (Exception 13(b)) during that period.
(e) The maximum number of securities does not include any future grants of Shares or incentives to directors under Listing Rule 10.14.

Directors' recommendation

The Directors recommend that Shareholders vote **IN FAVOUR** of this Resolution.

For personal use only

GLOSSARY

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with the ASX on 21 August 2026.

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

ASX means ASX Limited ACN 620 466 248.

ASX Listing Rules means the Listing Rules of the ASX.

Auditor means the Company's auditor, BDO Audit Pty Ltd.

Auditor's Report means the auditor's report of BDO as included in the Annual Financial Report.

BDO means the Company's auditor, BDO Audit Pty Ltd.

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means LGI Limited (ACN 138 085 551).

Computershare means the Company's share registry, Computershare Investor Services Pty Limited.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Entitlement Time means 7.00 pm (Sydney Time) on Saturday, 21 November 2026.

Explanatory Notes means the Explanatory Notes accompanying this Notice.

Incentive Plan means the LGI Omnibus Incentive Plan as summarised in Annexure A.

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

Key Management Personnel or **KMP** has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the Explanatory Notes accompanying it and the Proxy Form.

Ordinary Resolution means a resolution that only needs to be passed by at least 50% of the total votes cast by Shareholders entitled to vote on that resolution.

Proxy Deadline means 11.00am (Brisbane Time) on Saturday, 21 November 2026.

Proxy Form means the proxy form accompanying this Notice.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report.

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

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

Shareholder means a registered holder of a Share.

Special Resolution means a resolution that needs to be passed by at least 75% of the total votes cast by Shareholders entitled to vote on that resolution.

For personal use only

Annexure A - Material terms of LGI Omnibus Incentive Plan

A summary of the material terms of the Incentive Plan is as follows:

(a) (**Eligible Participant**): Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Incentive Plan from time to time and is an "ESS participant" (as that term is defined in Part 7.12, Division 1A of the Corporations Act) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:

(i) an employee or director of the Company or an individual who provides services to the Company;

(ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;

(iii) a prospective person to whom paragraphs (i) or (ii) apply;

(iv) a person prescribed by the relevant regulations for such purposes; or

(v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).

(b) (**Maximum allocation**): The Company must not make an offer of Securities under the Incentive Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

(i) the total number of Plan Shares (as defined in paragraph (m) below) that may be issued or acquired upon exercise of the convertible securities offered; plus

(ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Incentive Plan at any time during the previous 3-year period,

would exceed 5% of the total number of Shares on issue at the date of the offer (**Issue Cap**) or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

The maximum number of equity securities proposed to be issued under the Incentive Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Incentive Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

The Company will require prior Shareholder approval for the acquisition of equity securities under the Incentive Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.

(c) (**Purpose**): The purpose of the Incentive Plan is to:

(i) assist in the reward, retention and motivation of Eligible Participants;

(ii) link the reward of Eligible Participants to Shareholder value creation; and

For personal use only

(iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(d) (**Plan administration**): The Incentive Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Incentive Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

(e) (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Incentive Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Incentive Plan will comply with the disclosure obligations pursuant to Part 7.12, Division 1A of the Corporations Act.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Part 7.12, Division 1A of the Corporations Act.

(f) (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Incentive Plan rules and any ancillary documentation required.

(g) (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Incentive Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(h) (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(i) (**Exercise of Convertible Securities and cashless exercise**): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

For personal use only

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Incentive Plan rules, or such earlier date as set out in the Incentive Plan rules.

(j) (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Incentive Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(k) (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Incentive Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(l) (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(m) (**Rights attaching to Plan Shares**): All Shares issued under the Incentive Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(n) (**Disposal restrictions on Securities**): If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a

For personal use only

Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

(o) (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(p) (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(q) (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Incentive Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Incentive Plan and determine that any amendments to the Incentive Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Incentive Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(r) (**Plan duration**): The Incentive Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Incentive Plan for a fixed period or indefinitely and may end any suspension. If the Incentive Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

For personal use only

ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit **https://meetnow.global/au** on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

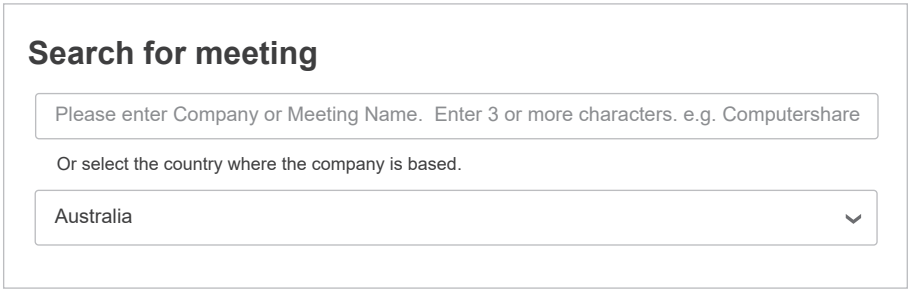
Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting to receive an email invitation.

For personal use only

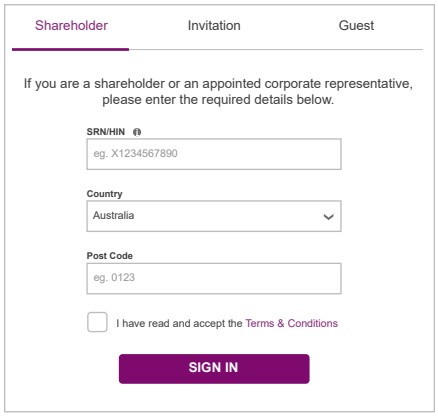
PARTICIPATING AT THE MEETING

To participate in the online meeting, visit **https://meetnow.global/au**. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.



To register as a shareholder

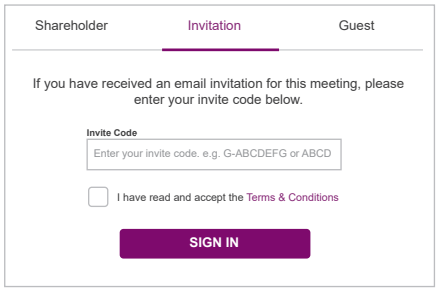
Select 'Shareholder', enter your SRN or HIN and select your country. If within Australia, also enter your postcode.



or

To register as a proxyholder

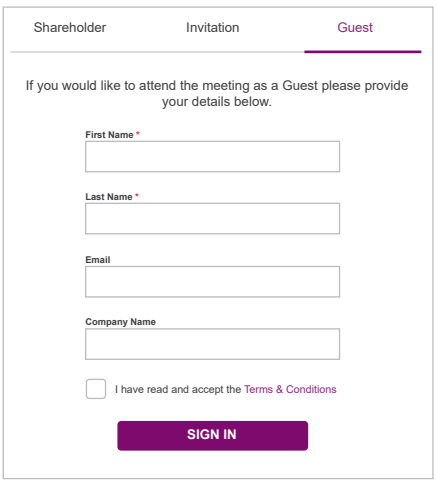
To access the meeting, click on the link in the invitation email sent to you. Or select 'Invitation' and enter your invite code provided in the email.



or

To register as a guest

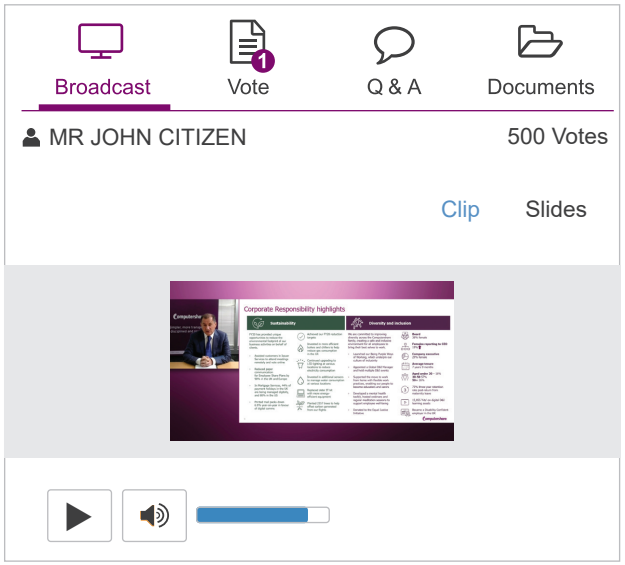
Select 'Guest' and enter your details.



For personal use only

Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically, press the play button and ensure the audio on your computer or device is turned on.

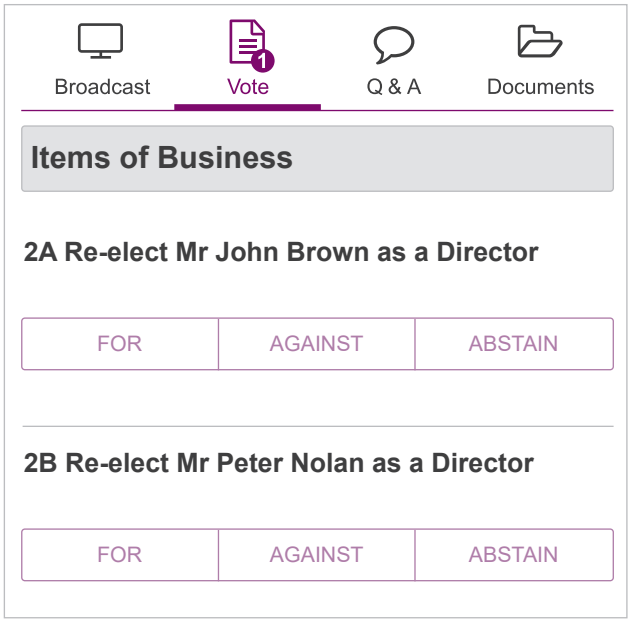


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

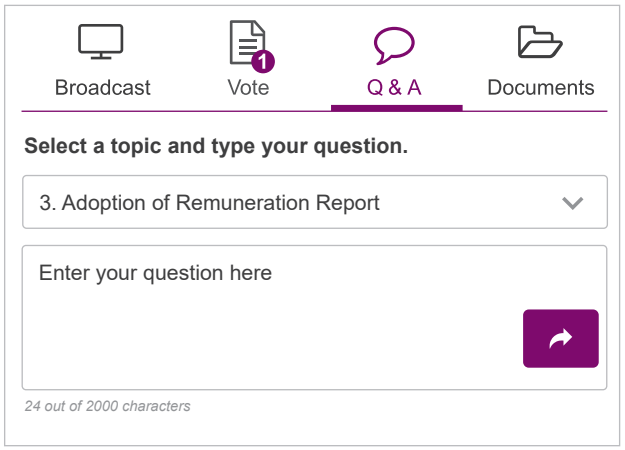
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

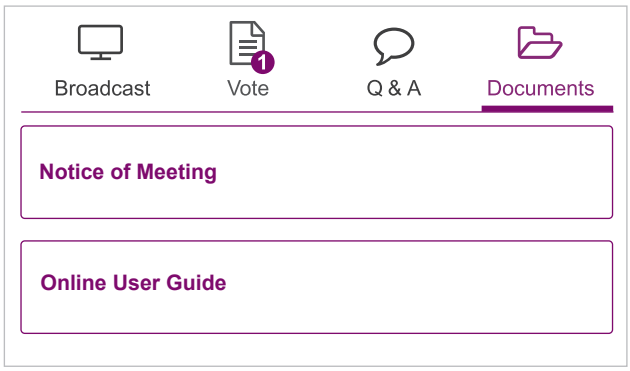
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.

LGI Limited
ABN 49 138 085 551

Need assistance?

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

Online:
www.investorcentre.com/contact

LGI
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 **11:00 am (Brisbane Time) on Saturday, 21 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 LGI Limited hereby appoint

☐ **the Chair of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 LGI Limited to be held at 57 Harvey Street N, Eagle Farm, QLD 4009 and virtually via https://meetnow.global/MU2JJHV on Monday, 23 November 2026 at 11:00 am (Brisbane Time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 2 and 6-8 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 6-8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 2 and 6-8 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
2	Remuneration Report (Non-binding resolution)	☐	☐	☐
3	Re-election of Director – Dr Jessica North	☐	☐	☐
4	Re-election of Director – Mr Andrew Peters	☐	☐	☐
5	Election of Director – Mr Roderick Duke	☐	☐	☐
6	Approval of issue of Unlisted Options to Mr Roderick Duke	☐	☐	☐
7	Approval of issue of Unlisted Options to Mr Jarryd Doran	☐	☐	☐
8	Approval to issue Equity Securities under LGI Omnibus Incentive Plan	☐	☐	☐

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

For personal use only

LGI Limited
ABN 49 138 085 551

Need assistance?

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

Online:
www.investorcentre.com/contact

LGI

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

For personal use only

LGI Limited Annual General Meeting

The LGI Limited Annual General Meeting will be held on Monday, 23 November 2026 at 11:00 am (Brisbane Time). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 11:00 am (Brisbane Time) Saturday, 21 November 2026.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: https://meetnow.global/MU2JJHV

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

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
57 Harvey Street N, Eagle Farm, QLD 4009

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.